

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On February 8, 2008, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 2344 (Onyx Environmental Services Electronics Recycling Div) (Docket No. 12059) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 742 (Optical Cable Corporation Inc) (Docket No. 12060) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 8676 (Ore Hill Hub Fund Ltd) (Docket No. 12061) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14065 (Vector Cantech Inc) (Docket No. 12062) [a copy of which is attached hereto as Exhibit F]
- 5) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 4263 (Bishop Co) (Docket No. 12063) [a copy of which is attached hereto as Exhibit G]
- 6) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 2938 (Devco Corporation) (Docket No. 12064) [a copy of which is attached hereto as Exhibit H]

- 7) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 5115 (Machined Products Co) (Docket No. 12065) [a copy of which is attached hereto as Exhibit I]
- 8) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Numbers 10381, 12668, 12670, and 12671, and Disallowing and Expunging Proof of Claim Number 16374 (Contrarian Funds LLC) (Docket No. 12066) [a copy of which is attached hereto as Exhibit J]
- 9) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10811 (Itautec America, Inc.) (Docket No. 12067) [a copy of which is attached hereto as Exhibit K]
- 10) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 12183 (MJ Celco) (Docket No. 12068) [a copy of which is attached hereto as Exhibit L]
- 11) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 813 (Contrarian Funds, LLC as Transferee of Entergy Mississippi Inc.) (Docket No. 12069) [a copy of which is attached hereto as Exhibit M]
- 12) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Numbers 8535, 8537, 8540-8555, and 8557-8563 (Montgomery County Treasurer) (Docket No. 12070) [a copy of which is attached hereto as Exhibit N]
- 13) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Numbers 9080 and 9081 (Benecke-Kaliko AG)) (Docket No. 12071) [a copy of which is attached hereto as Exhibit O]
- 14) Joint Stipulation and Agreed Order (I) Compromising and Allowing Proof of Claim Number 16573 and (II) Disallowing and Expunging Proof of Claim Number 15221 (Tower Automotive, Inc.) (Docket No. 12072) [a copy of which is attached hereto as Exhibit P]
- 15) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10203 (Pillarhouse USA Inc) (Docket No. 12084) [a copy of which is attached hereto as Exhibit Q]
- 16) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 16220 and Setting the Maximum Allowed Amount of Proof of Claim Number 16771 (Robert Bosch GMBH) (Docket No. 12249) [a copy of which is attached hereto as Exhibit R]
- 17) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 11534 (Morgan Advanced Ceramics/Diamonex Products

Division) (Docket No. 12306) [a copy of which is attached hereto as Exhibit S]

- 18) Stipulation and Order Withdrawing (i) Debtors' Default Application Regarding Furukawa Electric North America APD and Furukawa Electric Co., Ltd. and (ii) Motion to Dismiss by Furukawa Electric North America APD and Furukawa Electric Co., Ltd. (Docket No. 12333) [a copy of which is attached hereto as Exhibit T]
- 19) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 12336) [a copy of which is attached hereto as Exhibit U]
- 20) Joint Stipulation and Agreed Order Resolving (A) Objection of Audio MPEG and S.I.S.V.E.L., S.P.A. to (I) Confirmation of First Amended Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession and (II) Assumption of License Agreement and (B) Motion of Audio MPEG, Inc. and SISVEL to Modify Automatic Stay to Perform Audit Under License Agreement (Docket No. 12354) [a copy of which is attached hereto as Exhibit V]
- 21) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Expunging with Prejudice of Claim Numbers 14070 and 14245 ("Lightsourse Parent Corporation and Guide Corporation Order") (Docket No. 12365) [a copy of which is attached hereto as Exhibit W]
- 22) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 11244 in the Amount of \$0 and Disallowing Claims 11241, 11242, 11243, 11244, 11245, 10590, and 15026 (Denso International America, Inc., Denso Manufacturing Michigan, Inc., Denso Sales California, TBDN Tennessee Company, Associated Fuel Pump Systems Corporation, Denso Manufacturing Athens Tennessee, Inc., and Denso Manufacturing Tennessee, Inc.) (Docket No. 12384) [a copy of which is attached hereto as Exhibit X]
- 23) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14015 in the Amount of \$0 and Disallowing Claim 14016 (Lear Corporation) (Docket No. 12385) [a copy of which is attached hereto as Exhibit Y]
- 24) Stipulation and Agreed Order Allowing Payment of Certain Fees and Expenses of Heller Ehrman LLP as Ordinary Course Professional (Docket No. 12393) [a copy of which is attached hereto as Exhibit Z]
- 25) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10724 and Expunging Proof of Claim Number 16491 (Stahl Specialty Company EFT/Thyssenkrupp Stahl Co./SPCP Group,

L.L.C./Deutsche Bank Securities, Inc.) (Docket No. 12412) [a copy of which is attached hereto as Exhibit AA]

26) Joint Stipulation and Agreed Order Allowing Proof of Claim Number 9940 and Expunging Proof of Claim Number 16490 (Waupaca Foundry Inc. n/k/a Thyssenkrupp Waupaca, Inc./SPCP Group, L.L.C./Deutsche Bank Securities Inc.) (Docket No. 12413) [a copy of which is attached hereto as Exhibit BB]

27) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14139 (Serigraph Inc./SPCP Group, LLC/Deutsche Bank Securities, Inc.) (Docket No. 12414) [a copy of which is attached hereto as Exhibit CC]

28) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 9993 (Osram Sylvania, Inc./SPCP Group, LLC/Deutsche Bank Securities Inc.) (Docket No. 12415) [a copy of which is attached hereto as Exhibit DD]

29) Joint Stipulation and Agreed Order Compromising and Reducing Proof of Claim Number 10490 (Donaldson Company, Inc.) (Docket No. 12416) [a copy of which is attached hereto as Exhibit EE]

30) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 12181 (Ohio Edison Company) (Docket No. 12417) [a copy of which is attached hereto as Exhibit FF]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit GG hereto via postage pre-paid U.S. mail:

31) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 2344 (Onyx Environmental Services Electronics Recycling Div) (Docket No. 12059) [a copy of which is attached hereto as Exhibit C]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit HH hereto via postage pre-paid U.S. mail:

32) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 742 (Optical Cable Corporation Inc) (Docket No. 12060) [a copy of which is attached hereto as Exhibit D]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit II hereto via postage pre-paid U.S. mail:

- 33) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 8676 (Ore Hill Hub Fund Ltd) (Docket No. 12061) [a copy of which is attached hereto as Exhibit E]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit JJ hereto via postage pre-paid U.S. mail:

- 34) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14065 (Vector Cantech Inc) (Docket No. 12062) [a copy of which is attached hereto as Exhibit F]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit KK hereto via postage pre-paid U.S. mail:

- 35) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 4263 (Bishop Co) (Docket No. 12063) [a copy of which is attached hereto as Exhibit G]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit LL hereto via postage pre-paid U.S. mail:

- 36) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 2938 (Devco Corporation) (Docket No. 12064) [a copy of which is attached hereto as Exhibit H]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit MM hereto via postage pre-paid U.S. mail:

- 37) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 5115 (Machined Products Co) (Docket No. 12065) [a copy of which is attached hereto as Exhibit I]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit NN hereto via postage pre-paid U.S. mail:

- 38) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Numbers 10381, 12668, 12670, and 12671, and Disallowing and Expunging Proof of Claim Number 16374 (Contrarian Funds LLC) (Docket No. 12066) [a copy of which is attached hereto as Exhibit J]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit OO hereto via postage pre-paid U.S. mail:

- 39) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10811 (Itautec America, Inc.) (Docket No. 12067) [a copy of which is attached hereto as Exhibit K]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit PP hereto via postage pre-paid U.S. mail:

- 40) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 12183 (MJ Celco) (Docket No. 12068) [a copy of which is attached hereto as Exhibit L]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit QQ hereto via postage pre-paid U.S. mail:

- 41) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 813 (Contrarian Funds, LLC as Transferee of Entergy Mississippi Inc.) (Docket No. 12069) [a copy of which is attached hereto as Exhibit M]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit RR hereto via postage pre-paid U.S. mail:

- 42) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Numbers 8535, 8537, 8540-8555, and 8557-8563 (Montgomery County Treasurer) (Docket No. 12070) [a copy of which is attached hereto as Exhibit N]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit SS hereto via postage pre-paid U.S. mail:

- 43) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Numbers 9080 and 9081 (Benecke-Kaliko AG)) (Docket No. 12071) [a copy of which is attached hereto as Exhibit O]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit TT hereto via postage pre-paid U.S. mail:

- 44) Joint Stipulation and Agreed Order (I) Compromising and Allowing Proof of Claim Number 16573 and (II) Disallowing and Expunging Proof of Claim Number 15221 (Tower Automotive, Inc.) (Docket No. 12072) [a copy of which is attached hereto as Exhibit P]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit UU hereto via postage pre-paid U.S. mail:

- 45) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10203 (Pillarhouse USA Inc) (Docket No. 12084) [a copy of which is attached hereto as Exhibit Q]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit VV hereto via postage pre-paid U.S. mail:

- 46) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 16220 and Setting the Maximum Allowed Amount of Proof of Claim Number 16771 (Robert Bosch GMBH) (Docket No. 12249) [a copy of which is attached hereto as Exhibit R]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit WW hereto via postage pre-paid U.S. mail:

- 47) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 11534 (Morgan Advanced Ceramics/Diamonex Products Division) (Docket No. 12306) [a copy of which is attached hereto as Exhibit S]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit XX hereto via postage pre-paid U.S. mail:

- 48) Stipulation and Order Withdrawing (i) Debtors' Default Application Regarding Furukawa Electric North America APD and Furukawa Electric Co., Ltd. and (ii) Motion to Dismiss by Furukawa Electric North America APD and Furukawa Electric Co., Ltd. (Docket No. 12333) [a copy of which is attached hereto as Exhibit T]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit YY hereto via postage pre-paid U.S. mail:

- 49) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 12336) [a copy of which is attached hereto as Exhibit U]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit ZZ hereto via postage pre-paid U.S. mail:

50) Joint Stipulation and Agreed Order Resolving (A) Objection of Audio MPEG and S.I.S.V.E.L., S.P.A. to (I) Confirmation of First Amended Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession and (II) Assumption of License Agreement and (B) Motion of Audio MPEG, Inc. and SISVEL to Modify Automatic Stay to Perform Audit Under License Agreement (Docket No. 12354) [a copy of which is attached hereto as Exhibit V]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit AAA hereto via postage pre-paid U.S. mail:

51) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Expunging with Prejudice of Claim Numbers 14070 and 14245 ("Lightsourse Parent Corporation and Guide Corporation Order") (Docket No. 12365) [a copy of which is attached hereto as Exhibit W]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit BBB hereto via postage pre-paid U.S. mail:

52) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 11244 in the Amount of \$0 and Disallowing Claims 11241, 11242, 11243, 11244, 11245, 10590, and 15026 (Denso International America, Inc., Denso Manufacturing Michigan, Inc., Denso Sales California, TBDN Tennessee Company, Associated Fuel Pump Systems Corporation, Denso Manufacturing Athens Tennessee, Inc., and Denso Manufacturing Tennessee, Inc.) (Docket No. 12384) [a copy of which is attached hereto as Exhibit X]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit CCC hereto via postage pre-paid U.S. mail:

53) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14015 in the Amount of \$0 and Disallowing Claim 14016 (Lear Corporation) (Docket No. 12385) [a copy of which is attached hereto as Exhibit Y]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit DDD hereto via postage pre-paid U.S. mail:

54) Stipulation and Agreed Order Allowing Payment of Certain Fees and Expenses of Heller Ehrman LLP as Ordinary Course Professional (Docket No. 12393) [a copy of which is attached hereto as Exhibit Z]



On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit EEE hereto via postage pre-paid U.S. mail:

- 55) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10724 and Expunging Proof of Claim Number 16491 (Stahl Specialty Company EFT/Thyssenkrupp Stahl Co./SPCP Group, L.L.C./Deutsche Bank Securities, Inc.) (Docket No. 12412) [a copy of which is attached hereto as Exhibit AA]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit FFF hereto via postage pre-paid U.S. mail:

- 56) Joint Stipulation and Agreed Order Allowing Proof of Claim Number 9940 and Expunging Proof of Claim Number 16490 (Waupaca Foundry Inc. n/k/a Thyssenkrupp Waupaca, Inc./SPCP Group, L.L.C./Deutsche Bank Securities Inc.) (Docket No. 12413) [a copy of which is attached hereto as Exhibit BB]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit GGG hereto via postage pre-paid U.S. mail:

- 57) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14139 (Serigraph Inc./SPCP Group, LLC/Deutsche Bank Securities, Inc.) (Docket No. 12414) [a copy of which is attached hereto as Exhibit CC]

On February 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit HHH hereto via postage pre-paid U.S. mail:

- 58) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 9993 (Osram Sylvania, Inc./SPCP Group, LLC/Deutsche Bank Securities Inc.) (Docket No. 12415) [a copy of which is attached hereto as Exhibit DD]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit III hereto via postage pre-paid U.S. mail:

- 59) Joint Stipulation and Agreed Order Compromising and Reducing Proof of Claim Number 10490 (Donaldson Company, Inc.) (Docket No. 12416) [a copy of which is attached hereto as Exhibit EE]

On February 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit JJJ hereto via postage pre-paid U.S. mail:

60) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 12181 (Ohio Edison Company) (Docket No. 12417) [a copy of which is attached hereto as Exhibit FF]

Dated: February 21, 2008

/s/ Elizabeth Adam

Elizabeth Adam

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21st day of February, 2008, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Leanne V. Rehder

Commission Expires: 3/2/08

# **EXHIBIT A**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	<a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a>	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	<a href="mailto:bsimon@cwsny.com">bsimon@cwsny.com</a>	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a>	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	<a href="mailto:mike.nefkens@eds.com">mike.nefkens@eds.com</a>	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	<a href="mailto:cschiff@flextronics.com">cschiff@flextronics.com</a>	Counsel to Flextronics International
Flextronics International USA, Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		<a href="mailto:paul.anderson@flextronics.com">paul.anderson@flextronics.com</a>	Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	<a href="mailto:trey.chambers@freescale.com">trey.chambers@freescale.com</a>	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	<a href="mailto:rodbuie@ffhsj.com">rodbuie@ffhsj.com</a> <a href="mailto:sliviri@ffhsj.com">sliviri@ffhsj.com</a> <a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<a href="mailto:g.com">g.com</a>	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue 1701 Pennsylvania Avenue, NW		Huntersville	NC	28078	704-992-5075	866-585-2386	<a href="mailto:valerie.venable@ge.com">valerie.venable@ge.com</a>	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1540 Broadway		Washington	DC	20006	202-857-0620	202-659-4503	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	2290 First National Building	660 Woodward Avenue	New York	NY	10036	212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to Hexcel Corporation
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Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	<a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a>	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	<a href="mailto:susan.atkins@jpmorgan.com">susan.atkins@jpmorgan.com</a>	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:gnovod@kramerlevin.com">gnovod@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:tmayer@kramerlevin.com">tmayer@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	<a href="mailto:sbetance@kccllc.com">sbetance@kccllc.com</a>	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Counsel to Official Committee of Unsecured Creditors

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:daniel.fisher@lawdeb.com">daniel.fisher@lawdeb.com</a>	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:patrick.healy@lawdeb.com">patrick.healy@lawdeb.com</a>	Indenture Trustee
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:idejonker@mwe.com">idejonker@mwe.com</a>	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:pclark@mwe.com">pclark@mwe.com</a>	Counsel to Recticel North America, Inc.
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
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Debtors.	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 2344  
(Onyx Environmental Services Electronics Recycling Div)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Onyx Environmental Services Electronics Recycling Div ("Onyx Environmental Services Electronics Recycling Div") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2344 (Onyx Environmental Services Electronics Recycling Div) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 21, 2006, Onyx Environmental Services Electronics Recycling Div filed proof of claim number 2344 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$1,213.39 (the "Claim").

WHEREAS, on January 12, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, and (C) Untimely Claims (Docket No. 6585) (the "Objection").

WHEREAS, the Onyx Environmental Services Electronics Recycling Div served the Debtors with its undocketed response to the Objection (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Onyx Environmental Services Electronics Recycling Div have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems LLC in the amount of \$1,213.39.

WHEREAS, Onyx Environmental Services Electronics Recycling Div acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Onyx Environmental Services Electronics Recycling Div stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,213.39 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.
2. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 742  
(Optical Cable Corporation Inc)



Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Optical Cable Corporation Inc ("Optical Cable Corporation Inc") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 742 (Optical Cable Corporation Inc) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 21, 2005, Optical Cable Corporation Inc filed proof of claim number 742 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$4,376.98 (the "Claim").

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification ("Ninth Omnibus Claims Objection") (Docket No. 6968) (the "Objection").

WHEREAS, on March 12, 2007, Optical Cable Corporation Inc filed its response to the Objection (Docket No. 7227) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Connection Systems and Optical Cable Corporation Inc have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Connection Systems acknowledges and agrees that the Claim shall be allowed against Delphi Connection Systems in

the amount of \$2,579.97.

WHEREAS, Optical Cable Corporation Inc acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Connection Systems is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Optical Cable Corporation Inc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,579.97 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Connection Systems.
2. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

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/s/ Judith W. Price

Optical Cable Corporation Inc

By: Judith W. Price

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- and -

Kayalyn A. Marafioti

Thomas J. Matz

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(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, \_\_\_\_\_, who filed the  
Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the  
withdrawal with prejudice of the Response.

Name of Party Who

Filed Response:: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

## **EXHIBIT E**

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Ron E. Meisler (RM 3026)

- and -

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 8676  
(Ore Hill Hub Fund Ltd)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Ore Hill Hub Fund Ltd ("Ore Hill Hub Fund Ltd") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8676 (Ore Hill Hub Fund Ltd) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 27, 2006, Liquidity Solutions dba Revenue Management filed proof of claim number 8676 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$330,095.92 (the "Claim").

WHEREAS, on March 16, 2007, the Debtors objected to the Claim pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification ("Eleventh Omnibus Claims Objection") (Docket No. 7301) (the "Objection").

WHEREAS, on April 13, 2007 Castrol Industrial North America filed its response to the Objection (Docket No. 7668) (the "Response").

WHEREAS, on October 31, 2006, Liquidity Solutions dba Revenue Management assigned its interest in the Claim to Ore Hill Hub Fund Ltd pursuant to a Notice of Transfer (Docket No. 5445).

WHEREAS, to resolve the Objection with respect to the Claim, Delphi

Automotive Systems LLC and Ore Hill Hub Fund Ltd have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems LLC in the amount of \$245,023.06.

WHEREAS, Ore Hill Hub Fund Ltd acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Ore Hill Hub Fund Ltd stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$245,023.06 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.
2. The Response to the Objection shall be deemed withdrawn with prejudice.



So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

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& FLOM LLP

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/s/ Claude Baum

Ore Hill Hub Fund Ltd

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- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, Castrol Industrial North America, who filed the Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the withdrawal with prejudice of the Response.

Name of Party Who

Filed Response:: Castrol Industrial North America

By: /s/ James Carr

Name: James Carr, Esq.

Title: Kelley Drye & Warren LLP

Date: December 20, 2007

## **EXHIBIT F**

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Ron E. Meisler (RM 3026)

- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 14065  
(Vector Cantech Inc)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Vector Cantech Inc(the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14065 (Vector Cantech Inc) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, in October 2005, Vector Cantech Inc submitted a reclamation demand (the "Reclamation Demand") to the Debtors.

WHEREAS, on July 31, 2006, Vector Cantech Inc filed proof of claim number 14065 against Delphi Automotive Systems LLC asserting a claim in the amount of \$267,735.70 (the "Claim").

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, and Consensually Modified and Reduced Claims ("Nineteenth Omnibus Claims Objection") (Docket No. 8617) (the "Objection").

WHEREAS, on August 09, 2007, Vector Cantech Inc filed its response to the Objection (Docket No. 8991) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Vector Cantech Inc have agreed to enter into this Stipulation.

WHEREAS, pursuant to this Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems LLC in the amount of \$249,253.70.

WHEREAS, Vector Cantech Inc further acknowledges that it will waive the right to seek administrative priority status for any portion of the Claim on the grounds that it has a reclamation claim against the Debtors.

WHEREAS, Vector Cantech Inc acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Vector Cantech Inc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$249,253.70 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.

2. Vector Cantech Inc waives its right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for any portion of the Claim on the grounds that it has a reclamation claim against the Debtors on account of the Reclamation Demand.

3. The Reclamation Demand shall be deemed withdrawn with prejudice.

4. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
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Chicago, Illinois 60606-1285  
(312) 407-0700

/s/ Bruce D. Emaus

Vector Cantech Inc

By: Bruce D. Emaus, President

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- and -

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(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession



**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, Jonathan Green, who filed the Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the withdrawal with prejudice of the Response.

Name of Party Who

Filed Response:: Jonathan Green, Miller Canfield  
Paddock & Stone PLC

By: /s/ Jonathan Green

Name: Jonathan Green

Title: Counsel

Date: December 18, 2007



# **EXHIBIT G**

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John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
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Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 4263  
(Bishop Co)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Bishop Co ("Bishop Co") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 4263 (Bishop Co) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 01, 2006, Bishop Co filed proof of claim number 4263 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$7,210.00 (the "Claim").

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification ("Ninth Omnibus Claims Objection") (Docket No. 6968) (the "Objection").

WHEREAS, the Bishop Co served the Debtors with its undocketed response to the Objection (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Bishop Co have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems

LLC in the amount of \$5,890.00.

WHEREAS, Bishop Co acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Bishop Co stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$5,890.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.
2. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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/s/ Kimberly A. Williamson

Bishop Co

By: Kimberly A. Williamson

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Phone: (269) 381-9416

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- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

# **EXHIBIT H**



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- and -

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
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Debtors.	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 2938  
(Devco Corporation)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Devco Corporation ("Devco Corporation") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2938 (Devco Corporation) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 27, 2006, Devco Corporation filed proof of claim number 2938 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$3,445.73 (the "Claim").

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification ("Ninth Omnibus Claims Objection") (Docket No. 6968) (the "Objection").

WHEREAS, on March 08, 2007, Devco Corporation filed its response to the Objection (Docket No. 7219) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Devco Corporation have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems

LLC in the amount of \$3,445.73.

WHEREAS, Devco Corporation acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Devco Corporation stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$3,445.73 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.
2. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

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& FLOM LLP

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/s/ Bill Durnan

Devco Corporation

By: Bill Durnan

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Phone: 973-781-0200

Email: [bdurnan@aol.com](mailto:bdurnan@aol.com)

- and -

Kayalyn A. Marafioti

Thomas J. Matz

Four Times Square

New York, New York 10036

(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, \_\_\_\_\_, who filed the  
Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the  
withdrawal with prejudice of the Response.

Name of Party Who

Filed Response:: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

# **EXHIBIT I**

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- and -

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Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 5115  
(Machined Products Co)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Machined Products Co ("Machined Products Co") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 5115 (Machined Products Co) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 08, 2006, Machined Products Co filed proof of claim number 5115 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$210,634.01 (the "Claim").

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims and Untimely Tax Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, and Claims Subject to Modification and Reclamation Agreement ("Thirteenth Omnibus Claims Objection") (Docket No. 7825) (the "Objection").

WHEREAS, on May 30, 2007, Machined Products Co filed its response to the Objection (Docket No. 8181) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi



Automotive Systems LLC and Machined Products Co have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems LLC in the amount of \$164,214.16.

WHEREAS, Machined Products Co acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Machined Products Co stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$164,214.16 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.
2. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
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& FLOM LLP  
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(312) 407-0700

/s/ Mohammed Quershi  
Machined Products Co  
  
By: Mohammed Quershi  
Address: 2121 Landmeier Road  
Elk Grove Village, IL 60007  
  
Phone: 847-718-1300  
Email: mo@machinedproducts.com

- and -

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(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, \_\_\_\_\_, who filed the  
Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the  
withdrawal with prejudice of the Response.

Name of Party Who

Filed Response:: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

## **EXHIBIT J**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING AND ALLOWING  
PROOFS OF CLAIM NUMBERS 10381, 12668, 12670, AND 12671, AND  
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 16374  
(CONTRARIAN FUNDS LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), Delphi Connections Systems ("Delphi Connections"), and Delphi Mechatronic Systems, Inc. ("Mechatronic"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Contrarian Funds LLC ("Contrarian") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 10381, 12668, 12670, And 16271, And Disallowing And Expunging Proof Of Claim Number 16374 (Contrarian Funds LLC) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on October 13, 2005, ETCO Automotive Products ("ETCO") submitted a demand to the Debtors asserting a reclamation claim in the amount of \$25,306.20 (the "Reclamation Demand").

WHEREAS on March 27, 2006, the Debtors and Contrarian entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and Contrarian acknowledge and agree that the valid amount of the Reclamation Demand is \$1,072.80 (the "Reclamation Claim"), the priority of which remains subject to the Debtors' right to seek, at any time and notwithstanding Contrarian's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain Reserved Defenses (as defined in the Reclamation Letter Agreement) are valid.

WHEREAS, on July 24, 2006, Contrarian, as assignee of ETCO, filed proof of claim number 10381 ("Proof of Claim No. 10381"), asserting a general unsecured non-priority

claim in the amount of \$166,195.72 against DAS LLC based on the sale of goods.

WHEREAS, on July 28, 2006, Contrarian, as assignee of Plastic Decorators Inc., filed proof of claim number 12668 ("Proof of Claim No. 12668"), proof of claim number 12670 ("Proof of Claim No. 12670"), and proof of claim number 12671 ("Proof of Claim No. 12671"), each asserting a general unsecured non-priority claim in the amount of \$184,138.31 based on the sale of goods. Proof of Claim No. 12668 was asserted against DAS LLC. Proof of Claim No. 12670 was asserted against Delphi Connections. Proof of Claim No. 12671 was asserted against Mechatronic.

WHEREAS, on October 18, 2006, Contrarian, as assignee of ETCO, filed proof of claim number 16374 ("Proof of Claim No. 16374," and together with Proofs of Claim Nos. 10381, 12668, 12670, and 12671, the "Claims"), asserting a general unsecured non-priority claim in the amount of \$170,899.32 against DAS LLC based on the sale of goods.

WHEREAS, on February 15, 2007, the Debtors objected to Proofs of Claim Numbers 12668 and 16374 pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection").

WHEREAS, on March 15, 2007, Contrarian filed its Response Of Contrarian Funds, LLC To Debtors' Eighth And Ninth Omnibus Claims Objections (Docket No. 7276) (the "Ninth Response").

WHEREAS, on March 16, 2007, the Debtors objected to Proofs of Claim Numbers 12670 and 12671 pursuant to the Debtors' Eleventh Omnibus Objection (Substantive)

Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection").

WHEREAS, on April 13, 2007, Contrarian filed its Response Of Contrarian Funds, LLC To Debtors' Tenth And Eleventh Omnibus Claims Objections (Docket No. 7672) (the "Eleventh Response").

WHEREAS, on April 27, 2007, the Debtors objected to Proof of Claim Number 10381 pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (together with the Ninth Omnibus Claims Objection and the Eleventh Omnibus Claims Objection, the "Claims Objections").

WHEREAS, on May 23, 2007, Contrarian filed its Omnibus Response Of Contrarian Funds, LLC To Debtors' Twelfth And Thirteenth Omnibus Claims Objections (Docket No. 8001) (together with the Ninth and Eleventh Responses, the "Responses").

WHEREAS, on January 3, 2008, to resolve the Claims Objections with respect to the Claims, DAS LLC, Delphi Connections, Mechatronic, and Contrarian entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and



agrees that Proof of Claim No. 10381 shall be allowed against DAS LLC in the amount of \$166,195.72.

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Proof of Claim No. 12668 shall be allowed against DAS LLC in the amount of \$9,252.30.

WHEREAS, pursuant to the Settlement Agreement, Delphi Connections acknowledges and agrees that Proof of Claim No. 12670 shall be allowed against Delphi Connections in the amount of \$60,734.68.

WHEREAS, pursuant to the Settlement Agreement, Mechatronic acknowledges and agrees that Proof of Claim No. 12671 shall be allowed against Mechatronic in the amount of \$23,207.52.

WHEREAS, pursuant to the Settlement Agreement, Contrarian agrees that Proof of Claim No. 16374 shall be disallowed and expunged in its entirety.

WHEREAS, nothing in this Joint Stipulation and Agreed Order, including without limitation the recital paragraphs hereof, shall be deemed to conclusively determine that any transfer of any of the Claims constitutes a sale to Contrarian or constitutes an assignment to Contrarian. Notwithstanding anything in this Joint Stipulation and Agreed Order to the contrary including, without limitation, the recital paragraphs hereof, Contrarian expressly reserves the right to characterize any transfer of any of the Claims as a sale to Contrarian or to characterize any transfer of any of the Claims as an assignment to Contrarian and the Debtors expressly reserve the right to contest the same.

WHEREAS, DAS LLC, Delphi Connections, and Mechatronic are authorized to enter into the Settlement Agreement either because the Claims involve ordinary course

controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Contrarian stipulate and agree as follows:

1. Proof of Claim No. 10381 shall be allowed in the amount of \$166,195.72 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC, provided, however, that Contrarian reserves the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$1,072.80 of Proof of Claim No. 10381 on the grounds that Contrarian has a valid reclamation claim in the amount of \$1,072.80 and the Debtors reserve the right to seek, at any time and notwithstanding Contrarian's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that the Reserved Defenses are valid.

2. Proof of Claim No. 12668 shall be allowed in the amount of \$9,252.30 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

3. Proof of Claim No. 12670 shall be allowed in the amount of \$60,734.68 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Connections.

4. Proof of Claim No. 12671 shall be allowed in the amount of \$23,207.52 and shall be treated as an allowed general unsecured non-priority claim against the estate of Mechatronic.

5. Proof of Claim No. 16374 shall be disallowed and expunged in its entirety.

6. The Claims Objections and the Responses are deemed resolved with respect to the Claims.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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/s/ Daniel A. Fliman

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Jeffrey R. Gleit  
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Attorneys for Contrarian Funds, LLC

- and -

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Debtors and Debtors-in-Possession

# **EXHIBIT K**

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Delphi Legal Information Website:  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 10811  
(ITAUTEC AMERICA, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Itautec America, Inc. ("Itautec") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10811 (Itautec America, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 25, 2006, Itautec filed proof of claim number 10811 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$233,753.69 (the "Claim") arising from goods delivered prior to the Petition Date and cancellation claims.

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection").

WHEREAS, on March 14, 2007, Itautec filed Itautec America, Inc.'s Response To The Debtors' Ninth Omnibus Claims Objection (Docket No. 7241) (the "Response").

WHEREAS, on December 18, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, DAS LLC and Itautec entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and

agrees that the Claim shall be allowed against DAS LLC in the amount of \$233,753.69.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Itaotec stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$233,753.69 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Itaotec's Response to the Ninth Omnibus Claims Objection is deemed resolved.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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John K. Lyons  
Ron E. Meisler  
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/s/ Joanne Gelfand

Joanne Gelfand  
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Attorneys for Itaotec America, Inc.

- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession



# **EXHIBIT L**

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John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
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Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER DISALLOWING  
AND EXPUNGING PROOF OF CLAIM NUMBER 12183  
(MJ CELCO)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and MJ Celco ("MJ Celco"), respectfully submit this Joint Stipulation Disallowing And Expunging Proof Of Claim Number 12183 (MJ Celco), and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, MJ Celco filed proof of claim number 12183 against Delphi, which asserts an unsecured non-priority claim in the amount of \$800,000.00 (the "Claim") stemming from unpaid invoices for labor and materials provided by MJ Celco for the sale of goods to Delphi.

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject to Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 18, 2007, MJ Celco filed its Response Of MJ Celco In Support Of Claim No. 12183, Which Is Subject To An Objection Raised In Debtors' Fifteenth Omnibus Objection (Claim No. 12183) (Docket No. 8290) (the "Response").

WHEREAS, the Debtors acknowledge that they have no claims arising prior to the Petition Date against MJ Celco for payment for goods sold and/or related adjustments and reserve their right to assert a claim against MJ Celco for any defective goods sold prior to the

Petition Date.

THEREFORE, the Debtors and MJ Celco stipulate and agree as follows:

1. Proof of claim number 12183 shall be disallowed and expunged in its entirety.

2. MJ Celco shall withdraw its Response to the Fifteenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
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/s/ Robert D. Nachman  
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Attorneys for MJ Celco

- and -

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# **EXHIBIT M**

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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 813  
(CONTRARIAN FUNDS, LLC AS TRANSFEREE OF ENTERGY MISSISSIPPI INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Contrarian Funds, LLC ("Contrarian") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 813 (Contrarian Funds LLC As Transferee Of Entergy Mississippi Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 22, 2005, Entergy Mississippi Inc. ("Entergy Mississippi") filed proof of claim number 813 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$963,099.68 (the "Claim") arising from services provided.

WHEREAS, on February 15, 2007, Entergy Mississippi transferred its interest in the Claim to Contrarian pursuant to a Notice of Transfer (Docket No. 6972).

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 19, 2007, Contrarian filed its Omnibus Response Of Contrarian Funds, LLC To Debtors' Fourteenth And Fifteenth Omnibus Claims Objections (Docket No. 8320) (the "Response").

WHEREAS, on January 3, 2008, to resolve the Fifteenth Omnibus Claims

Objection with respect to the Claim, DAS LLC and Contrarian entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$363,099.68.

WHEREAS, nothing in this Joint Stipulation and Agreed Order, including without limitation the recital paragraphs hereof, shall be deemed to conclusively determine that the transfer of the Claim constitutes a sale to Contrarian or constitutes an assignment to Contrarian. Notwithstanding anything in this Joint Stipulation and Agreed Order to the contrary including, without limitation, the recital paragraphs hereof, Contrarian expressly reserves the right to characterize the transfer of the Claim as a sale to Contrarian or to characterize the transfer of the Claim as an assignment to Contrarian and the Debtors expressly reserve the right to contest the same.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Contrarian stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$363,099.68 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.



2. The Fifteenth Omnibus Claims Objection and the Response, with respect to the Claim, are deemed resolved by the terms of the Settlement Agreement.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING AND  
ALLOWING PROOFS OF CLAIM NUMBERS 8535, 8537, 8540, 8541, 8542,  
8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555,  
8557, 8558, 8559, 8560, 8561, 8562, AND 8563  
(MONTGOMERY COUNTY TREASURER)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Montgomery County Treasurer ("Montgomery County") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 8535, 8537, 8540, 8541, 8542, 8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, 8562, and 8563 (Montgomery County Treasurer) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 26, 2006 Montgomery County filed proofs of claim numbers 8535, 8537, 8540, 8541, 8542, 8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, 8562, 8563 against Delphi, which assert secured claims in the aggregate amount of \$3,227,517.57 (collectively, the "Claims") arising from taxes allegedly owed by Delphi to Montgomery County, in the amounts set forth below:

<b><u>Proof of Claim</u></b>	<b><u>Claim Amount As Docketed</u></b>
8535	\$9,984.48
8537	\$13,321.05
8540	\$55.96
8541	\$583,848.54
8542	\$4,329.83
8543	\$9,370.62
8544	\$132,479.24
8545	\$182,850.01
8546	\$2,628.90
8547	\$578,440.64
8548	\$35,659.30
8549	\$1,179,183.93

8550	\$78,139.90
8551	\$1,089.88
8552	\$938.16
8553	\$72,963.37
8554	\$32,104.56
8555	\$237.40
8557	\$1,516.63
8558	\$882.12
8559	\$1,165.11
8560	\$492.69
8561	\$26,607.06
8562	\$97.46
8563	\$279,130.73

WHEREAS, on June 15, 2007, the Debtors objected to proof of claim number 8537 (Claim No. 8537) and proofs of claim numbers 8535, 8540, 8541, 8542, 8543, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, and 8562, 8563 (collectively, the "Additional Claims") pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on August 9, 2007, Montgomery County filed its Response Of Montgomery County, Ohio To Debtors' Seventeenth Omnibus Objection (Docket No. 9010) (the "Response").

WHEREAS, on September 4, 2007, Claim No. 8537 was modified to the amount of \$4,787.82 and the hearing regarding the Seventeenth Omnibus Claims Objection to the Additional Claims was adjourned to a future hearing date pursuant to the Order Pursuant To 11

U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Modifying Certain Claims Identified In Seventeenth Omnibus Claims Objection On Exhibit E-2 (Docket No. 9223).

WHEREAS, on July 13, 2007, the Debtors objected to proof of claim number 8544 (Claim No. 8544) pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617).

WHEREAS, on August 4, 2007, Claim No. 8544 was modified to the amount of \$32,423.82 pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims Identified In Nineteenth Omnibus Claims Objection (Docket No. 9225).

WHEREAS, on December 14, 2007, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claims, DAS LLC and Montgomery County entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claims shall be allowed against DAS LLC in the aggregate amount of \$1,177,095.94 .

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement

either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Montgomery County stipulate and agree as follows:

1. The Claims shall be allowed in the amounts set forth below and shall be treated as allowed secured claims against the estate of DAS LLC:

<b><u>Proof of Claim</u></b>	<b><u>Claim Amount As Modified And Allowed</u></b>
8535	\$3,600.61
8537	\$4,787.82
8540	\$13.71
8541	\$209,844.35
8542	\$1,059.72
8543	\$3,367.94
8544	\$32,423.82
8545	\$65,719.34
8546	\$944.88
8547	\$207,900.92
8548	\$12,816.60
8549	\$444,646.98
8550	\$28,084.71
8551	\$391.74
8552	\$337.21
8553	\$26,224.18
8554	\$23,129.72
8555	\$85.35
8557	\$549.17
8558	\$319.10
8559	\$285.63
8560	\$343.59
8561	\$9,820.72
8562	\$35.13
8563	\$100,363.00

2. Montgomery County shall withdraw its Response to the Seventeenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
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# **EXHIBIT O**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBERS 9080 AND 9081  
(BENECKE-KALI KO AG)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Benecke-Kaliko AG ("Benecke"), and Longacre Master Fund, Ltd. ("Longacre") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 9080 And 9081 (Benecke-Kaliko AG) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 6, 2006, Benecke filed proof of claim number 9080 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$66,748.15 ("Claim Number 9080") stemming from the sale of goods to DAS LLC.

WHEREAS, on July 6, 2006, Benecke filed proof of claim number 9081 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$72,359.49 ("Claim Number 9081," and together with Claim Number 9080, the "Claims") arising from the sale of goods to DAS LLC.

WHEREAS, on April 2, 2007, Benecke assigned its interests in Claim Numbers 9080 and 9081 to Longacre pursuant to Notice of Transfers (Docket No. 7543 and Docket No. 7544, respectively).

WHEREAS, on June 15, 2007, the Debtors objected to Claim Number 9080 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims,

(B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 13, 2007, the Debtors objected to Claim Number 9081 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

WHEREAS, on July 12, 2007, Benecke filed its Response of Benecke-Kaliko AG To Debtors' Seventeenth Omnibus Objection To Claim No. 9080 (Docket No. 8578) (the "Response To Seventeenth Omnibus Claims Objection").

WHEREAS, on August 9, 2007, Benecke filed its Response of Benecke-Kaliko AG To Debtors' Nineteenth Omnibus Objection To Claim No. 9081 (Docket No. 8959) (the "Response To Nineteenth Omnibus Claims Objection," and together with the Response To Seventeenth Omnibus Claims Objection, the "Responses").

WHEREAS, on December 21, 2007, to resolve the Seventeenth and Nineteenth Omnibus Claims Objections with respect to the Claims, DAS LLC, Benecke, and Longacre entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim Number 9080 shall be allowed against DAS LLC in the amount of \$66,748.15.

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim Number 9081 shall be allowed against DAS LLC in the amount of \$58,011.13.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, Benecke, and Longacre stipulate and agree as follows:

1. Claim Number 9080 shall be allowed in the amount of \$66,748.15 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Claim Number 9081 shall be allowed in the amount of \$58,011.13 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

3. The Seventeenth Omnibus Objection with respect to Claim Number 9080 and Benecke's Response To Seventeenth Omnibus Claims Objection are deemed resolved by the terms of the Settlement Agreement.

4. The Nineteenth Omnibus Objection with respect to Claim Number 9081 and Benecke's Response To Nineteenth Omnibus Claims Objection are deemed resolved by the terms of the Settlement Agreement.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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# **EXHIBIT P**



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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING AND  
ALLOWING PROOF OF CLAIM NUMBER 16573 AND (II) DISALLOWING  
AND EXPUNGING PROOF OF CLAIM NUMBER 15221  
(TOWER AUTOMOTIVE, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the TAI Unsecured Creditors Liquidating Trust (the "Trust") respectfully submit this Joint Stipulation And Agreed Order (i) Compromising And Allowing Proof Of Claim Number 16573 And (ii) Disallowing And Expunging Proof Of Claim Number 15221 (Tower Automotive, Inc.) and agree and state as follows:

WHEREAS, on February 2, 2005 (the "Tower Petition Date"), R.J. Tower Corporation and the other above-captioned reorganized debtors (collectively, the "Tower") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Tower Bankruptcy Court").

WHEREAS, on October 8, 2005, Delphi Corporation, together with certain of its U.S. affiliates, including DAS LLC (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of the Bankruptcy Code, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Delphi Bankruptcy Court").

WHEREAS, on July 31, 2006, Tower filed proof of claim number 15221 ("Proof of Claim 15221") against DAS LLC, which asserts an unsecured non-priority claim in an unliquidated amount stemming from allegedly avoidable transfers under section 547 and 548 of the Bankruptcy Code ("Claim 15221").

WHEREAS, on October 31, 2006, the Debtors objected to Claim 15221 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims

Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And  
(ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c)  
(Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, Tower filed the Response Of Tower  
Automotive Inc. To Debtors' Third Omnibus Objection (Docket No. 5794).

WHEREAS, on March 14, 2007, Tower filed proof of claim number 16573  
("Proof of Claim 16573") against DAS LLC, which amends Claim 15221. Tower asserts an  
unsecured non-priority claim of \$14,540,878.50 and an unliquidated secured claim stemming  
from allegedly avoidable transfers under section 547 and 548 of the Bankruptcy Code ("Claim  
16573" and, together with Claim 15221, the "Claims").

WHEREAS, on July 11, 2007, the First Amended Plan Of Tower Automotive,  
Inc., And Its Debtor Subsidiaries Under Chapter 11 Of The Bankruptcy Code With Technical  
Modifications (the "Tower Plan") was confirmed.

WHEREAS, on July 12, 2007 the Tower Bankruptcy Court entered an order  
confirming the First Amended Joint Plan of Tower Automotive, Inc. and its Debtor Subsidiaries  
Under Chapter 11 of the Bankruptcy Code with Technical Modifications (as it may be amended  
in accordance with the provisions thereof, the "Plan").

WHEREAS, on July 31, 2007 (the "Effective Date"), the Tower Debtors entered  
the Notice of Occurrence of Effective Date of the Plan.

WHEREAS, pursuant to the Tower Plan, on the Effective Date the TAI  
Unsecured Creditors Liquidating Trust (the "Trust" or the "UCT") was established and the right  
to prosecute and settle the Claims as the representative of the applicable Tower Debtor estates  
was transferred to the UCT.

WHEREAS, pursuant to that certain Unsecured Creditors Trust Agreement (the "UCT Agreement"), executed on or about July 25, 2007 by the Tower Debtors, on the one hand, and Eugene I. Davis (the "Trustee") in his capacity as the trustee of the UCT, on the other hand, the form of which was approved by the Tower Bankruptcy Court, the UCT is authorized to execute and consummate this Settlement Agreement without (i) a further order of the Bankruptcy Court, or (ii) notice to any third party.

WHEREAS, the UCT Agreement is deemed a part hereof and incorporated by reference herein.

WHEREAS, on August 24, 2007, the Debtors objected to Claim 16573 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 24, 2007, the Trust filed the Response Of The TAI Unsecured Creditors Liquidating Trust To The Debtors' Twentieth Omnibus Claims Objection (Docket No. 9559) (the "Response").

WHEREAS, on December 12, 2007, to resolve the Third and Twentieth Omnibus Claims Objections with respect to the Claims, DAS LLC and the Trust entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and

agrees that (i) Claim 16573 shall be allowed against DAS LLC in the amount of \$1,150,000.00 and (ii) Claim 15221 shall be disallowed and expunged in its entirety.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Trust stipulate and agree as follows:

1. Claim 16573 shall be allowed in the amount of \$1,150,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim 15221 shall be disallowed and expunged in its entirety.
3. The Trust's Response to the Twentieth Omnibus Claims Objection shall be deemed withdrawn with prejudice upon the entry of this Stipulation.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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- and -

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# **EXHIBIT Q**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 10203  
(Pillarhouse USA Inc)



Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Pillarhouse USA Inc ("Pillarhouse USA Inc") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10203 (Pillarhouse USA Inc) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 21, 2006, Pillarhouse USA Inc filed proof of claim number 10203 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$17,193.64 (the "Claim").

WHEREAS, on March 16, 2007, the Debtors objected to the Claim pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification ("Eleventh Omnibus Claims Objection") (Docket No. 7301) (the "Objection").

WHEREAS, on April 13, 2007, Pillarhouse USA Inc filed its response to the Objection (Docket No. 7664) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Pillarhouse USA Inc have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems

LLC in the amount of \$14,086.44.

WHEREAS, Pillarhouse USA Inc acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Pillarhouse USA Inc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$14,086.44 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.

1. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606-1285  
(312) 407-0700

/s/ J. Ted Donovan.

Pillarhouse USA Inc

By: J Ted Donovan, Esq.

Address: Finkel Goldstein

26 Broadway Suite 26

New York, New York 10004

Phone: (212) 344-2929

Email: tdonovan@finkgold.com

- and -

Kayalyn A. Marafioti  
Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT  
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, \_\_\_\_\_, who filed the  
Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the  
withdrawal with prejudice of the Response.

Name of Party Who

Filed Response:: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

# **EXHIBIT R**

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- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X	
	:
	:
In re	:
	:
DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
----- X	

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 16220 AND SETTING THE MAXIMUM  
ALLOWED AMOUNT OF PROOF OF CLAIM NUMBER 16771  
(ROBERT BOSCH GMBH)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (the "Debtors") (collectively, "Delphi"), and Robert Bosch GmbH ("Bosch GmbH") and Robert Bosch LLC (together with Bosch GmbH, "Bosch") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16220 And Setting The Maximum Allowed Amount of Proof Of Claim Number 16771 (Robert Bosch GmbH) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on August 16, 2006, Bosch filed proof of claim number 16220 ("Proof of Claim No. 16220") against DAS LLC, which asserts an unsecured non-priority claim in excess of \$15,000,000.00 (the "Claim") also stemming from the alleged infringement of certain patents.

WHEREAS, on October 31, 2006, the Debtors objected to Claim 16220 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on, November 22, 2006 Bosch filed its Response Of Robert Bosch GmbH To Debtors' Third Omnibus Objection To Claims (Docket No. 5786) (the "Response").

WHEREAS, on December 27, 2006, Robert Bosch LLC filed proof of claim

number 16467 against DAS LLC, which amended Proof of Claim Number 13620 and asserted an unsecured non-priority claim in excess of \$15,000,000.00 stemming from the alleged infringement of certain patents.

WHEREAS, on July 20, 2007, the Court entered the Joint Stipulation And Agreed Order Adjourning Hearing, Administratively Consolidating Claims, Disallowing And Expunging Proof Of Claim Number 16467 For Administrative Purposes, And Capping Proof Of Claim 16220 (Robert Bosch GMBH & Robert Bosch LLC) (Docket No. 8710), which set a maximum liability in the amount of \$15,000,000.00 for Proof of Claim Number 16220.

WHEREAS, in order to implement the settlement contemplated by the Settlement Agreement (as defined below), on January 9, 2008, proof of claim number 16771 ("Proof of Claim No. 16771") was filed against DAS LLC as an unsecured non-priority claim in the amount of \$1,900,000.00 asserting the same liabilities as Claim 16220 (the "Capped Claim").

WHEREAS, on January 9, 2008, to resolve the Third Omnibus Claims Objection with respect to Claim 16220, Delphi and Bosch entered into a settlement agreement, a copy of which is attached as **Exhibit A** (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim 16220 shall be allowed against DAS LLC in the amount of \$475,000.00.

WHEREAS, pursuant to the Settlement Agreement, DAS LLC also acknowledges and agrees that Proof of Claim No. 16771 shall be asserted against DAS LLC in the amount not to exceed \$1,900,000.00 pending further adjudication in a non-bankruptcy forum (the "Capped Claim"), and that Delphi will not assert any defenses against the Capped Claim contending that it is discharged or extinguished by the Debtors' bankruptcy or plan of reorganization until such time as the Capped Claim is liquidated and paid in accordance with the Debtors' plan of



reorganization.

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either because Claim 16220 involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, Delphi and Bosch stipulate and agree as follows:

1. Claim 16220 shall be allowed in the amount of \$475,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. The Capped Claim shall be asserted in an amount not to exceed \$1,900,000.00. If liquidated either by a non-bankruptcy forum or by settlement, the Capped Claim will be treated as a general unsecured non-priority claim against the estate of DAS LLC and shall be paid in accordance with the Debtors' plan of reorganization.
3. Bosch's prosecution of the Capped Claim will be limited to the specific patents and patent claims set forth in Robert Bosch LLC's and Robert Bosch GmbH's Statement Identifying Patents and Patent Claims at Issue [Claim No. 16220], filed with the Court on December 19, 2007 (Docket No. 11533).
4. Any administrative expense priority claim of Bosch alleging any acts of patent infringement will not be subject to the administrative claims bar date in the Debtors' plan of reorganization and Bosch need not file any administrative expense claim with this Court.
5. The terms of the Settlement Agreement, including the allowance of the Allowed Claim and the agreement with respect to the Capped Claim, shall not be probative in

and/or used as an admission of liability against or in favor of any party in any future adjudication of the Capped Claim, any administrative expense priority claim of Bosch, any post-effective date claim of Bosch against Delphi or any of their successors and assigns or any claim of Delphi against Bosch or its successors and assigns.

6. The Settlement Agreement and all of the terms thereof are approved and are binding upon Delphi and Bosch and their respective successors and assigns (including without limitation the reorganized Delphi). In the event of a conflict between the terms of the Settlement Agreement and the Debtors' plan of reorganization (including any order approving the plan), the terms of the Settlement Agreement shall control.

7. Bosch shall withdraw its Response to the Third Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 18th day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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John K. Lyons  
Ron E. Meisler  
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/s/ Gordon J. Toering

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(616)752-2000

Attorneys for Robert Bosch GmbH and Robert  
Bosch LLC

- and -

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Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**Exhibit A**

## SETTLEMENT AGREEMENT

THIS AGREEMENT, dated as of January 9, 2008 (this "Settlement Agreement"), is entered into by and between Delphi Corporation and its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and the debtors in In re Delphi Corporation, et al., No. 05-44481 (Bankr. S.D.N.Y.) (RDD) (collectively, "Delphi") and Robert Bosch GmbH and its subsidiaries and affiliates, including Robert Bosch LLC (collectively, "Bosch"),

### RECITALS:

WHEREAS, on October 8, 2005 and subsequently October 14, 2005 (collectively, the "Petition Date"), Delphi Corporation and certain of its subsidiaries and affiliates, including DAS LLC (the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Delphi Bankruptcy Cases" and the "Delphi Bankruptcy Court," respectively).

WHEREAS, on August 16, 2006, Bosch filed proof of claim number 16220 ("Proof of Claim No 16220") against DAS LLC, which asserts an unsecured non-priority claim in excess of \$15,000,000.00 ("Claim 16220") stemming from the alleged infringement of certain patents.

WHEREAS, on October 31, 2006, the Debtors objected to Claim 16220 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on, November 22, 2006 Bosch filed its Response Of Robert Bosch GmbH To Debtors' Third Omnibus Objection To Claims (Docket No. 5786) (the "Response").

WHEREAS, on December 27, 2006, Robert Bosch LLC filed proof of claim number 16467 against DAS LLC, which amended Proof of Claim Number 13620 and asserted an unsecured non-priority claim in excess of \$15,000,000.00 stemming from the alleged infringement of certain patents.

WHEREAS, on July 20, 2007, the Delphi Bankruptcy Court entered the Joint Stipulation And Agreed Order Adjourning Hearing, Administratively Consolidating Claims, Disallowing And Expunging Proof Of Claim Number 16467 For Administrative Purposes, And Capping Proof Of Claim 16220 (Robert Bosch GmbH & Robert Bosch LLC) (Docket No. 8710), which set a maximum liability in the amount of \$15,000,000.00 for Proof of Claim Number 16220.

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to Claim 16220, Delphi and Bosch have agreed to enter into this Settlement Agreement.

WHEREAS, in order to implement the terms of the settlement contemplated by this Settlement Agreement, on January 9, 2008, proof of claim number 16771 ("Proof of Claim No. 16771") was filed against DAS LLC as an unsecured non-priority claim in the amount of \$1,900,000.00 asserting the same liabilities as Claim 16220 (the "Capped Claim").

WHEREAS, Delphi represents and warrants to Bosch that Delphi is authorized to enter into this Settlement Agreement without further Court approval or further notice, including without limitation that of the Delphi Bankruptcy Court, pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by the Delphi Bankruptcy Court on June 26, 2007. Further, Delphi Corporation represents and warrants to Bosch that Delphi Corporation is authorized to enter into this Settlement Agreement on behalf of Delphi (which by definition includes the Debtors).

WHEREAS, Bosch represents and warrants that it is authorized to enter into this Settlement Agreement on behalf of itself and the Bosch Releasing Parties, as described in Paragraph 1 below.

NOW THEREFORE, in consideration of the premises set forth above and by execution of this Settlement Agreement, Delphi and Bosch agree as follows:

1. Allowed General Unsecured Non-Priority Claim And Waiver Of Rights. DAS LLC acknowledges and agrees that Claim 16220 shall be allowed against DAS LLC in the amount of Four Hundred Seventy-Five Thousand Dollars And Zero Cents (\$475,000.00). Claim 16220 shall be treated as a prepetition general unsecured non-priority claim. Bosch, on its behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "Bosch Releasing Parties"), hereby acknowledges that the allowance of Claim 16220 and the other rights and benefits provided to Bosch herein are in full satisfaction of Claim 16220 and hereby waives any and all rights to assert, against any and all of the Debtors, that Claim 16220 is anything but a prepetition general unsecured non-priority claim against DAS LLC. Except as provided in this Agreement with respect to the Capped Claim and subject to the terms of Paragraph 7 below, the Bosch Releasing Parties further release and waive any right to assert any other pre-petition claim, pre-petition cause of action, pre-petition demand, or pre-petition liability of any kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to Claim 16220, provided, however that the Capped Claim shall be adjudicated in a non-bankruptcy forum along with any administrative expense priority claim of Bosch alleging any acts of patent infringement or any claim of Bosch arising after the effective date of the Debtors' plan of reorganization also alleging any acts of patent infringement.
2. Administrative Expense Claim. Any administrative expense priority claim of Bosch alleging any acts of patent infringement will not be subject to the administrative claims bar date in the Debtors' plan of reorganization and Bosch need not file an administrative

expense priority claim with the Delphi Bankruptcy Court. The Debtors waive any obligation of Bosch to file an administrative expense priority claim. It is the intention of the parties that any administrative expense claim that Bosch may have will be later settled or adjudicated by a non-bankruptcy forum in connection with the Capped Claim, and upon such settlement or adjudication the administrative expense claim, if any, will be paid in full as required by the Debtor's plan of reorganization. The Debtors hereby acknowledge and agree that the reorganized Delphi will be liable for payment of any administrative expense priority claim of Bosch alleging any acts of patent infringement, subject to final settlement or adjudication in accordance with paragraphs 4 and 5 herein.

3. Capped Claim. DAS LLC and Bosch acknowledge and agree that the Capped Claim, Claim 16771, shall not exceed a maximum amount of One Million, Nine Hundred Thousand Dollars And Zero Cents (\$1,900,000.00). The Capped Claim shall be deemed as a timely-filed claim and, if liquidated by the non-bankruptcy forum or by settlement, shall be treated as a prepetition general unsecured non-priority claim. Delphi further acknowledges and agrees that it will not assert any defenses against the Capped Claim contending that it was or is discharged or extinguished by or as a result of the Delphi Bankruptcy Cases, the Debtors' plan of reorganization, any Order confirming Delphi's plan of reorganization or otherwise. Delphi and Bosch each acknowledge and agree that each will maintain all rights and defenses with respect to the Capped Claim that they could have asserted if the Capped Claim were to be adjudicated in the Delphi Bankruptcy Court, and neither Delphi nor Bosch will be prejudiced in any litigation of the Capped Claim in a non-bankruptcy forum by the terms of this settlement. By way of example, the statute of limitations will not bar Bosch's claims in the non-bankruptcy forum unless the statute of limitations would have barred Bosch's claims in the Delphi Bankruptcy Cases. Accordingly, Delphi hereby waives the statute of limitations defense in the non-bankruptcy forum as to the Capped Claim except insofar as the statute of limitations would be a valid defense in the Delphi Bankruptcy Cases. The Bosch Releasing Parties acknowledge and agree that Bosch's prosecution of the Capped Claim will be limited to the specific patents and patent claims set forth in Robert Bosch LLC's and Robert Bosch GmbH's Statement Identifying Patents and Patent Claims at Issue [Claim No. 16220], filed with the Delphi Bankruptcy Court on December 19, 2007 (Docket No. 11533), and attached hereto as **Exhibit 1**.
4. No Admission In Favor Of Any Party. The terms of this Settlement Agreement, including the allowance of the Allowed Claim and the agreement with respect to the Capped Claim, shall not be probative in and/or used as an admission of liability against or in favor of any party in any future adjudication of the Capped Claim, any administrative expense priority claim of Bosch, any claim of Bosch against Delphi or any of their successors and assigns arising after the effective date of the Debtors' plan of reorganization, or any claim of Delphi against Bosch or its successors and assigns.
5. European Court Actions. Bosch agrees that the maximum liability of \$1,900,000.00 with respect to the Capped Claim shall also apply to any litigation of Bosch's prepetition patent infringement claims against Delphi in any European court. Any allowance or resolution of the Capped Claim in any amount in either a U.S. non-bankruptcy forum or a European court will correspondingly decrease the amount of the Capped Claim in the

other court. Any allowance or resolution of the Capped Claim from a European court in any amount shall be converted into U.S. Dollars at the prevailing currency conversion rate at that time, for the purposes of determining the impact on the Capped Claim. Delphi's ultimate liability, if any, for any adjudicated award(s) received by Bosch covering the Capped Claim, regardless of the forum(s), shall collectively not exceed \$1,900,000.00 in U.S. dollars plus any applicable post-petition interest that may be applicable as set forth in the Debtors' plan of reorganization.

6. Withdrawal Of Response. Bosch agrees that it shall withdraw its Response to the Third Omnibus Claims Objection with prejudice.
7. Post-Petition and Post-Emergence Claims. Notwithstanding anything to the contrary herein, nothing in this Settlement Agreement, the Debtors' plan of reorganization, any Order confirming the plan of reorganization or any other Order shall in any way bar or otherwise impair Bosch's post-petition administrative claim, any claim of Bosch against Delphi or any of their successors and assigns, arising after the effective date of the Debtors' plan of reorganization or any defenses possessed by Delphi relating to such claims. For purposes of clarification and avoidance of doubt, any claim of Bosch for patent infringement of Delphi, or any of their successors and assigns (including without limitation the reorganized Delphi), occurring on or after the Petition Date (a) shall not be considered a pre-petition claim and shall not be subject to the Capped Claim, even if the same or similar infringement occurred prior to the Petition Date; and (b) shall not be barred or otherwise impaired by this Settlement Agreement, the Debtors' plan of reorganization or any Order confirming the plan of reorganization. By way of example, any claims arising from infringement of patent number US 6,272,411 or the other patents listed in Exhibit 1 occurring on or after the Petition Date (a) shall not be considered pre-petition claims, (b) are excluded from the Capped Claim and (c) remain unimpaired.
8. Conflict with Plan of Reorganization. In the event of any conflict between this Settlement Agreement and the Debtors' plan of reorganization or any Order confirming the plan of reorganization, the terms of this Settlement Agreement shall control.
9. Governing Law. This Settlement Agreement shall be governed by, and construed and enforced in accordance with, as appropriate, federal bankruptcy law and the laws of the State of Michigan, without regard to conflicts of law principles.
10. Representations And Warranties. The parties hereto acknowledge that they are executing this Settlement Agreement without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments expressly set forth in this Settlement Agreement.
11. Entire Understanding. This Settlement Agreement (including Exhibit 1) constitutes the entire understanding of the parties in connection with the subject matter hereof. This Settlement Agreement may not be modified, altered, or amended except by an agreement in writing signed by Delphi and Bosch.



12. No Party Deemed Drafter. This Settlement Agreement is being entered into among competent persons who are experienced in business and represented by counsel, and has been reviewed by Bosch and its counsel. Therefore, any ambiguous language in this Settlement Agreement shall not be construed against any particular party as the drafter of such language.
13. Counterparts. This Settlement Agreement may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Settlement Agreement by facsimile or electronic mail shall be equally as effective as delivery of an original executed counterpart of this Settlement Agreement.
14. Successors and Assigns. This Settlement Agreement shall be binding upon Bosch and Delphi and their respective successors and assigns (including without limitation the reorganized Delphi).

**Accepted and agreed to by:**

**Delphi Corporation, on behalf of  
itself and its subsidiaries and affiliates**

By: /s/ Karen J. Craft  
Name: Karen J. Craft  
Title: Managing Restructuring Counsel  
Dated: January 9, 2008

**Robert Bosch GmbH, on behalf of itself and  
its subsidiaries and affiliates**

By: /s/ Bertram Huber  
Name: Bertram Huber  
Title: Senior Vice President, Head of  
Corporate Intellectual Property  
Dated: January 9, 2008

And by: /s/ Heinz Thier  
Name: Heinz Thier  
Title: Vice President, Corporate Patent  
Marketing  
Dated: January 9, 2008

**Delphi Automotive Systems LLC**

By: /s/ Karen J. Craft  
Name: Karen J. Craft  
Title: Managing Restructuring Counsel  
Dated: January 9, 2008

**Robert Bosch LLC**

By: /s/ Ulrich Kirschner  
Name: Ulrich Kirschner  
Title: Executive VP - Finance  
Dated: January 9, 2008

And by: /s/ Luke Baer  
Name: Luke Baer  
Title: SVP General Counsel & Secretary  
Dated: January 9, 2008

## **EXHIBIT 1**

### **Robert Bosch LLC and Robert Bosch GmbH's Statement Identifying Patents and Patent Claims at Issue**

**(See attached)**

Warner Norcross & Judd LLP  
900 Fifth Third Center  
111 Lyon Street, NW  
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(616) 752-2185 phone  
(616) 222-2185 fax  
gtoering@wnj.com

Hearing Date: February 7, 2008  
Hearing Time: TBD

Gordon J. Toering (GT-3738)  
(Admitted *Pro Hac Vice*)

and

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901 New York Avenue, NW  
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(202) 408-4400 fax

Thomas W. Winland

Attorneys for Robert Bosch LLC  
and Robert Bosch GmbH

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	-X	

**ROBERT BOSCH LLC’S AND ROBERT BOSCH GmbH’S STATEMENT  
IDENTIFYING PATENTS AND PATENT CLAIMS AT ISSUE  
(Claim No. 16220)**

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Robert Bosch LLC and Robert Bosch GmbH (collectively “Bosch”) hereby  
submit this Statement Identifying Patents and Patent Claims at Issue (the “Statement”) in regards

to the patent infringement claims asserted by Bosch in Proof of Claim No. 16220<sup>1</sup> and in connection with Debtors Third Omnibus Objection to Claims dated October 31, 2006. Debtors and Bosch have reached an understanding as to the procedures for resolving the Debtors' objections to Bosch's patent infringement claims. The Statement is being submitted pursuant to the parties' agreed upon procedures.

Bosch's pre-petition patent infringement claims are based on Debtors' infringement of the following United States, German and European patents:

US 5,482,314	AUTOMOTIVE OCCUPANT SENSOR SYSTEM AND METHOD OF OPERATION BY SENSOR FUSION Claim 1 and Claim 65
EP 0 757 635	AUTOMOTIVE OCCUPANT SENSOR SYSTEM AND METHOD OF OPERATION BY SENSOR FUSION Claim 1 and Claim 65
EP 0 434 679	APPARATUS FOR TRIPPING A SYSTEM FOR THE PROTECTION OF OCCUPANTS OF A VEHICLE Claim 1
EP 0 458 796	PROCESS FOR RELEASING RESTRAINING MEANS Claims 1, 2, 3, 4
DE 40 40 927	VERFAHREN UND VORRICHTUNG ZUR FEHLERSPEICHERUNG IN EINER STEUEREINRICHTUNG EINES KRAFTFAHRZEUGS Claims 1, 9, 10, 11, 13, 17, 18, 19
DE 19 651 452	AIRBAGSYSTEM Claim 1
DE 3 729 785	VERFAHREN ZUM BETRIEB EINER SICHERHEITSEINRICHTUNG FÜR FAHRZEUGINSASSEN Claim 1

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<sup>1</sup> On July 20, 2007, the Court entered the Joint Stipulation And Agreed Order Adjourning Hearing, Administratively Consolidating Claims, Disallowing And Expunging Proof Of Claim Number 16467 For Administrative Purposes, And Capping Proof Of Claim 16220 (Docket No. 8710), which administratively consolidated the patent infringement claims of Robert Bosch GmbH and Robert Bosch LLC, among other things. Claim Number 16220 was the resulting claim.

The patents and infringement listed above refer only to pre-petition claims. Bosch reserves all of its rights as to post-petition infringement claims and post-emergence infringement claims against the Debtors.

Dated: December 19, 2007

WARNER NORCROSS & JUDD LLP

By           /s/ Gordon J. Toering            
Gordon J. Toering (GT-3738)  
(Admitted *Pro Hac Vice*)  
Warner Norcross & Judd LLP  
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Attorneys for Robert Bosch LLC f/k/a  
Robert Bosch Corporation and Robert Bosch  
GmbH

and

Thomas W. Winland  
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# **EXHIBIT S**

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- and -

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Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING  
PROOF OF CLAIM NUMBER 11534  
(MORGAN ADVANCED CERAMICS/DIAMONEX PRODUCTS DIVISION)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Morgan Advanced Ceramics/Diamonex Products Division ("Morgan Advanced") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11534 (Morgan Advanced Ceramics/Diamonex Products Division) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Morgan Advanced filed proof of claim number 11534 against Delphi Corporation, asserting a secured claim in the amount of \$550,547.81 (the "Claim") arising from the sale of goods.

WHEREAS, on October 26, 2007, the Debtors objected to the Proof of Claim pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection").

WHEREAS, on November 20, 2007, Morgan Advanced filed its Morgan



Advanced Ceramics/Diamonex Response To Twenty-Second Omnibus Objection (Docket No. 10991) (the "Response").

WHEREAS, on January \_\_, 2008, to resolve the Twenty-Second Omnibus Claims Objection with respect to the Claim, DAS LLC and Morgan Advanced entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC and Morgan Advanced acknowledge and agree that Proof of Claim Number 11534 shall be disallowed and expunged in its entirety.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Morgan Advanced stipulate and agree as follows:

1. Proof of Claim Number 11534 shall be disallowed and expunged in its entirety.

2. Morgan Advanced's Response to the Twenty-Second Omnibus Claims Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 23rd day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
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(312) 407-0700

/s/ Paul M. Rosenblatt

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Attorney for Morgan Advanced  
Ceramics/Diamonex Products Division

- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

# **EXHIBIT T**

TOGUT, SEGAL & SEGAL LLP  
Conflicts Counsel for DAS LLC Corporation, *et al.*,  
Debtors and Debtors in Possession  
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Albert Togut (AT-9759)  
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International: (248) 813-2698

Delphi Legal Information  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
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**STIPULATION AND ORDER WITHDRAWING  
(i) DEBTORS' DEFAULT APPLICATION REGARDING  
FURUKAWA ELECTRIC NORTH AMERICA APD AND  
FURUKAWA ELECTRIC CO., LTD. AND (ii) MOTION  
TO DISMISS BY FURUKAWA ELECTRIC NORTH  
AMERICA APD AND FURUKAWA ELECTRIC CO., LTD.**

**IT IS HEREBY STIPULATED AND AGREED** by and between the parties

hereto that the following Motions be, and they hereby are, withdrawn:

(A) Debtors' Motion For An Order Granting Default Judgment  
Against Furukawa Electric North America APD and Furukawa Electric Co., Ltd.  
(Docket No. 10711); and

(B) Motion by Furukawa Electric Company, Ltd. and Furukawa  
Electric North America APD, Inc. to dismiss Debtors' claim for affirmative relief  
(Docket No. 10722); and

**IT IS HEREBY FURTHER STIPULATED AND AGREED** that  
FURUKAWA Electric North America APD and Furukawa Electric Co., Ltd. shall have  
until the fourteenth (14th) day after the entry of this Order to submit its answer and  
counterclaims to Debtors' Claim for Affirmative Relief Against FURUKAWA Electric  
North America APD and Furukawa Electric Co., Ltd. Pursuant to Federal Rule of  
Bankruptcy Procedure 3007; and

**IT IS HEREBY FURTHER STIPULATED AND AGREED** that nothing  
herein shall modify the terms of the Joint Stipulation and Order Regarding Discovery  
Regarding Objection to Proof of Claim No. 12347 and Related Counterclaim, entered  
December 18, 2007 (Docket No. 11510).

Dated: New York, New York  
January 21, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
January 18, 2008

FURUKAWA ELECTRIC NORTH  
AMERICA APD, et al.,  
By their Counsel,  
ALSTON & BIRD, LLP  
By:

/s/Dennis J. Connolly

DENNIS J. CONNOLLY (DC-9932)  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424  
(404) 881-7000

**SO ORDERED**

This 23rd day of January, 2008  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT U**

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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, <u>et al.</u> ,	:
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Debtors.	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 1279  
(NU-TECH PLASTICS ENGINEERING, INC.)



Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Nu-Tech Plastics Engineering, Inc. ("Nu-Tech") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1279 (Nu-Tech Plastics Engineering, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, Nu-Tech filed proof of claim number 1279 dated November 22, 2005 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$13,957,130.00 (the "Claim") stemming from Nu-Tech's civil action against DAS LLC and General Motors Corporation in Michigan state court, in which Nu-Tech asserted causes of action for breach of contract and promissory estoppel.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 24, 2006, Nu-Tech filed its Response Of NuTech Plastics Engineering, Inc. To Debtors' Third Omnibus Claims Objection And To Debtors' Claim Objection And Estimation Procedures Motion (Docket No. 5811) (the "Response").

WHEREAS, on January 16, 2008, to resolve the Third Omnibus Claims Objection

with respect to the Claim, DAS LLC and Nu-Tech entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$487,500.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Nu-Tech stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$487,500.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Nu-Tech shall withdraw its Response to the Third Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 23rd day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
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s/ Jay A. Schwartz

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- and -

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# **EXHIBIT V**

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- and -

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Debtors and Debtors-in-Possession

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
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Debtors.	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER RESOLVING (A) OBJECTION OF AUDIO  
MPEG AND S.I.SV.EL., S.P.A. TO (I) CONFIRMATION OF FIRST AMENDED PLAN OF  
REORGANIZATION OF DELPHI CORPORATION AND CERTAIN AFFILIATES,  
DEBTORS AND DEBTORS-IN-POSSESSION AND (II) ASSUMPTION OF LICENSE  
AGREEMENT AND (B) MOTION OF AUDIO MPEG, INC. AND SISVEL TO MODIFY  
AUTOMATIC STAY TO PERFORM AUDIT UNDER LICENSE AGREEMENT

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Audio MPEG, Inc. ("Audio MPEG") and Societa' Italiana per lo Sviluppo dell'Elettronica, S.I.SV.EL., S.p.A. ("Sisvel" and, together with Audio MPEG, the "Licensors") respectfully submit this joint stipulation and agreed order (this "Joint Stipulation"), on the terms set forth in this Joint Stipulation, (a) resolving the objection of the Licensors to the Plan (as defined below) and the assumption of License Agreement (as defined below) (Docket No. 11883) (the "Plan Objection") and (b) granting the motion of the Licensors for relief from the automatic stay under section 362 of the Bankruptcy Code to perform an audit under the License Agreement (Docket No. 11820) (the "Motion") and agree and state as follows:

WHEREAS, on August 7, 2003, the Licensors and Delco Electronics Corporation ("Delco") executed a License Agreement the ("2003 License Agreement"), whereby the Licensors granted Delco and its controlled companies non-exclusive licenses under certain U.S. and non-U.S. patents (the "Licenses").

WHEREAS, on April 4, 2005, the Licensors and Delco executed a 2005 Addendum to the 2003 License Agreement (the "2005 Addendum" and, together with the 2003 License Agreement, the "License Agreement").

WHEREAS, on September 30, 2005, Delco merged into Delphi Automotive Systems LLC.

WHEREAS, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan") (Docket No. 11386).

WHEREAS, on January 9, 2008, the Licensors filed the Motion.

WHEREAS, on January 10, 2008, the Licensors filed the Plan Objection.

WHEREAS, the Debtors and the Licensors have agreed to resolve the Motion and the Plan Objection.

THEREFORE, the Debtors and the Licensors stipulate and agree as follows:

1. On the terms set forth in this Joint Stipulation, the Plan Objection has been resolved and the Motion is hereby granted.

2. The automatic stay under section 362 of the Bankruptcy Code shall be lifted for the limited purpose of performing an audit under the License Agreement as set forth under Article 6 of the License Agreement.

3. The Debtors and the Licensors shall work together to resolve the cure amount due under the License Agreement. The Debtors shall use reasonable efforts to fulfill the Licensors' request for information regarding the use of the "Licensed Products" by the "Controlled Companies" as defined in the License Agreement.

4. The Debtors shall use reasonable best efforts to provide to the Licensors any reports that are not timely, as required by the License Agreement.

5. To the extent the License Agreement is assumed, the exclusive jurisdiction provision of the License Agreement shall apply with respect to post-emergence obligations.

6. Any allowed cure amount due as a result of the assumption of the License Agreement shall be paid in cash, provided that no cure election form was mailed to Licensors.

7. If the License Agreement is rejected and the Licensors are entitled to an administrative claim under Second Circuit law, then such administrative claim shall be paid in cash.

8. Claims of the Licensors against non-Debtors that are independent of the

commercial relationship between the Licensors and the Debtors are not covered under the third-party release set forth under Article 11.5 of the Plan.

9. Nothing in this Joint Stipulation is intended to or shall amend the License Agreement.

So Ordered in New York, New York, this 25th day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ Ron E. Meisler

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John K. Lyons  
Ron E. Meisler  
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& FLOM LLP  
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/s/ Mary Joanne Dowd

Mary Joanne Dowd  
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1050 Connecticut Avenue, NW  
Washington, DC 20036-5339  
(202) 857-6000

- and -

- and -

Kayalyn A. Marafioti  
Thomas J. Matz  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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Attorneys for Audio MPEG, Inc. and Societa'  
Italiana per lo Sviluppo dell'Elettronica,  
S.I.SV.EL., S.p.A.



# **EXHIBIT W**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, <u>et al.</u> ,	:
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Debtors.	:
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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 EXPUNGING  
WITH PREJUDICE PROOFS OF CLAIM NUMBERS 14070 AND 14245

("LIGHTSOURCE PARENT CORPORATION AND GUIDE CORPORATION ORDER")

Upon the Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection") and the Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (together with the Third Omnibus Claims Objection, the "Omnibus Claims Objections"), together with the Supplemental Reply To The Responses Of Lightsource Parent Corporation And Guide Corporation To The Debtors' Objections To Proofs Of Claim Nos.

14070 And 14245 (Docket No. 11636) (the "Supplemental Reply") of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and the documents in response to the Omnibus Claims Objections and the Supplemental Reply filed by Lightsource Parent Corporation and Guide Corporation (collectively, the "Claimants"); and the Court having considered the arguments of both parties at the hearing on this matter conducted on January 11, 2008 (the "Hearing"); and after due deliberation thereon; and good and sufficient cause appearing therefor for the reasons set forth in the ruling attached as Exhibit A hereto, which modifies and supersedes the Court's bench ruling given at the Hearing,

IT IS HEREBY FOUND AND DETERMINED THAT:<sup>1</sup>

A. The Claimants were properly served with the Omnibus Claims Objections and the Debtors' Supplemental Reply.

B. The Court has jurisdiction over the Omnibus Claims Objections pursuant to 28 U.S.C. §§ 157 and 1334. The Omnibus Claims Objections are core proceedings under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Omnibus Claims Objections in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. For the reasons more fully stated in Exhibit A hereto, which is incorporated by reference herein, proofs of claim numbers 14070 and 14245 filed by the Claimants fail to state a claim upon which relief may be granted.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED  
THAT:

---

<sup>1</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Omnibus Claims Objections.

1. Proof of claim number 14070 filed by Guide Corporation is hereby disallowed and expunged in its entirety, with prejudice.

2. Proof of claim number 14245 filed by Lightsource Parent Corporation is hereby disallowed and expunged in its entirety with prejudice.

3. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied.

Dated: New York, New York  
January 28, 2008

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "A"

THE COURT: I have before me the Debtors' objection to the claims asserted against them by two related entities, Lightsource Parent Corporation and Guide Corporation. It's clear from the parties' pleadings and remarks at oral argument that the two claims together constitute one claim. If the claims were to be allowed, in other words, Delphi Corporation would make one payment that would cover the amount asserted in only one of the claims without duplication, and the two claimants would divide up that amount between themselves.

The claim is asserted in both liquidated and unliquidated amounts as set forth in the proof of claim, and then in the supplemental pleadings, filed by Lightsource, and when I refer to Lightsource throughout I mean both Lightsource and Guide.

In the proof of claim, Lightsource contends that it entered into an agreement in September of 1998 called the Lightsource Formation Agreement, or LFA, pursuant to which the parties, that is, GM (General Motors Corporation) and Lightsource, agreed to form Lightsource Parent Corporation, to which GM transferred certain assets described in the LFA essentially comprising GM's vehicle lighting business.

As set forth in the proof of claim, pursuant to Section 6.7.1(D) of the LFA, Lightsource agreed to provide certain of its employees with GM-comparable post-employment, that is, retiree, health care and life insurance benefits ("OPEB obligations"). And then pursuant to Section 6.7.1(E) of the LFA, GM agreed to reimburse Lightsource for a portion of the cost of those OPEB obligations which, again, Lightsource had agreed to undertake.

In December of 1998, GM entered into another agreement, the Master Separation Agreement, or MSA, with Delphi Corporation and other subsidiaries and affiliates of Delphi, including Delphi Automotive Systems, LLC, pursuant to which GM spun off Delphi, which had operated as a division of GM, and related business units. That agreement, as I said before, was between GM and the Delphi parties. Lightsource and Guide were not a party to that agreement.

Pursuant to Section 2.02(b) of the Master Separation Agreement, Delphi agreed with GM to assume all "Liabilities" of GM related to the business and operations divested by the Delphi Automotive Systems business. "Liabilities" is defined in the MSA as "any and all debts,

liabilities, guarantees, assurances, commitments and obligations, whether fixed, contingent or absolute, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, including without limitation whether arising out of any contract or tort based on negligence or strict liability, and whether or not the same would be required by generally accepted accounting principles to be reflected in financial statements or disclosed in the notes thereto."

These assumed liabilities, for purposes of this hearing, which is, as the parties have noted, a so-called "sufficiency" hearing on the legal sufficiency on its face of Lightsource's claim, would include the reimbursement liability that GM undertook under Section 6.7.1(E) of the LFA to Lightsource to reimburse Lightsource's payment of OPEB obligations.

Section 2.02(b) of the MSA had some exceptions to the liabilities of divested operations that were to be assumed by Delphi but it stated in its concluding clause, "provided further, however, that notwithstanding the foregoing or any other provision of this agreement or any ancillary agreement, responsibility for certain obligations

related to certain divestitures shall be allocated between the parties as set forth in Schedule I hereto."

Schedule I to the MSA provides specifically in paragraph 2 that Delphi shall assume "any subsidies and supplements relating to the businesses divested to Lightsource Parent Corporation."

Lightsource therefore contends that, pursuant to Section 2.02(b) of the MSA, it may assert its claim in respect of unpaid OPEB obligations not only against GM but also against the Debtors. It bolsters its argument in two ways. First, it contends that, pursuant to Section 14.3 of the Lightsource Formation Agreement, it agreed that "GM may assign without the prior written consent of [Lightsource] this agreement and any or all of its rights, interests and obligations hereunder to a corporation or other business entity to which all or substantially all of the assets of Delphi Automotive is sold or otherwise transferred, provided such transferee agrees in writing to be bound by Section 11.8 herein," which was a noncompete provision. It contends that, by Delphi's assumption of "Liabilities" under Section 2.02(b) of the MSA, which includes "obligations," Delphi agreed in writing to be bound by the non-compete provision in Section 11.8 of the LFA, although



it didn't specifically do so, i.e., specifically refer to that section, and, therefore, that the MSA in general and Section 2.02 in particular constitute an assignment of the LFA to Delphi.

Secondly, Lightsource contends that, pursuant to a related agreement that was entered into in connection with the Master Separation Agreement, Delphi and GM agreed that Delphi "shall pay the liabilities and expenses under the Delphi Benefit Plans with respect to Delphi Employees" and, further, that "the Delphi Benefit Plans shall also cover the provision of benefits for employees of divested units which were formerly Delphi operations to the extent that the GM Benefit Plans cover the provision of benefits for such 'divested employees' as of the Effective Time." That, Lightsource contends, would mean that Delphi has an obligation to Lightsource to provide for the payment of benefits to the Lightsource employees in respect of their OPEB.

Again, that agreement, which is set forth in an agreement entitled U.S. Employee Matters Agreement, was not one to which Lightsource or Guide was a party but, rather, was between GM and Delphi Automotive Systems Corporation. The paragraph in that agreement that I quoted above is

paragraph 10(a).

The Debtors, for purposes of this sufficiency hearing, do not dispute that Delphi assumed the OPEB liability. They contend, however, that the only party who can enforce that assumption agreement, and consequently the only party with a claim against Delphi, is the party to that agreement, whether it's found in the Master Separation Agreement or the U.S. Employee Matters Agreement: GM. The Debtors rely for that proposition primarily upon Section 9.05 of the Master Separation Agreement, which provides "This Agreement shall be binding upon and inure solely to the benefit of each party hereto and their legal representatives and successors, and each Subsidiary and each Affiliate of the parties hereto, and nothing in this Agreement, express or implied, is intended to confer upon any other Person any rights or remedies of any nature whatsoever under or by reason of this Agreement, except for Article 5 (which is intended to be for the benefit of the Persons provided for therein and may be enforced by such Persons)." (GM in fact has asserted an enormous claim in these chapter 11 cases against Delphi under the MSA.)

When one turns to Article 5 of the MSA, which is referred to in Section 9.05, one can see from its plain

terms that, in addition to the parties to the MSA, their legal representatives and successors-in-interest, the additional parties referred to therein would not include Lightsource or Guide but, rather, a limited group of indemnities -- "Representatives," of the parties and the successors to this agreement. Thus, Lightsource would not be covered by the express exception to the "no third party beneficiaries" provision of Section 9.05 of the MSA.

In addition, in respect of Lightsource's argument that it has a claim against Delphi because of the assumed obligations under the U.S. Employee Matters Agreement, the Debtors rely upon Section 14 of that agreement, headed "No Third Party Beneficiaries," which states, "No provision in this EM Agreement or in any Schedule, including any Attachment thereto, shall confer upon any person, other than the signatories hereto, any rights or remedies with respect to the employment, compensation, benefits, or other terms and conditions of employment of any persons, provided that any rights to be provided under the Delphi Employee Benefit Plans or their successors pursuant to this EM Agreement and the attached Schedules shall be enforceable by the participants thereunder."

The parties generally agree upon the applicable

law, which is, by choice of the parties under the Master Separation Agreement, the law of Delaware. They also generally agree on what the law of Delaware says.

Moreover, it is the Court's view that on the applicable issues the law of Delaware is consistent with the general common law, including as set forth in decisions by courts from other jurisdictions cited by the parties.

The issue as framed by the parties, again, is whether, pursuant to the plain and unambiguous terms of the relevant contracts, the provisions of those contracts relied upon by Delphi, namely Section 9.05 of the MSA and Section 14 of the U.S. Employee Matters Agreement, limit or preclude Lightsource's ability to assert a claim directly against Delphi based upon Delphi's assumption of liabilities under those respective agreements.

Lightsource contends that because it is specifically referred to in the MSA and inferentially specifically referred to in the U.S. Employee Matters Agreement, those references, pursuant to which Delphi assumed liability for OPEB obligations of Lightsource (under the MSA) and agreed to "cover" the provision of benefits for employers of divested units (under the U.S. Employee Matters Agreement), trump the provisions of

Sections 9.05 and 14. Sometimes this is referred to by Lightsource as a more specific provision modifying and defeating a more general provision. Sometimes it is referred to as an argument based on the proposition that the more specific provision must lead one to interpret the "no third party beneficiary" language in the two agreements to apply to others who are not specifically dealt with in those contracts.

In addition, Lightsource contends that GM assigned the LFA contract to Delphi and that, as an assignee who has specifically assumed liability, Delphi is, under the common law of Delaware as well as the general common law elsewhere, responsible directly to Lightsource.

Let me address that latter point first, because I believe it is a red herring. Under the MSA, GM agreed with Delphi that Delphi would assume liabilities to Lightsource, or, in the words of the proviso to Section 2.02(b), the "responsibility" for such obligations would be allocated, as between the parties (i.e., between GM and Delphi), to Delphi, as set forth on Schedule I to the MSA.

It does not appear to me from reading the MSA that GM assigned the entire Lightsource Formation Agreement, both its benefits and its burdens, to Delphi.

It was permitted to do either of those two things, in my view, under paragraph 14.3 of the LFA, which says, "In addition, after the Closing, GM may assign without the prior written consent of [Lightsource] this Agreement and any or all of its rights, interests and obligations hereunder." I believe that what occurred here, as made clear from reading the documents, is that GM assigned only some of its obligations under the LFA agreement to Delphi and none of its rights.

In addition, paragraph 14.3 of the LFA makes it clear that "Notwithstanding any such assignment permitted by this Section 14.3, GM, Guide and [Lightsource] shall in each case remain liable for all of its respective obligations hereunder." That is important because it has been suggested by Lightsource that Delphi's interpretation of the MSA and the U.S. Employee Matters Agreement would render Lightsource remedyless, i.e., that it would not have a claim against GM anymore for breach of the OPEB reimbursement obligation in 6.7.1(D) of the LFA, and, therefore, that it would be irrational to construe the MSA as not giving it a direct right against Delphi under MSA Section 2.02(b).

To the contrary, it seems to me that GM and

Lightsource in paragraph 14.3 of the LFA made it clear that GM's reimbursement obligation to Lightsource would survive, notwithstanding even a full assignment, let alone an agreement like the MSA that Delphi would assume certain liabilities of GM under the LFA.

Consequently, it is perfectly rational to interpret the MSA as providing that GM would have a claim against Delphi for breach of its assumption agreement under the MSA, which would be triggered by Delphi's nonpayment of the obligations that GM owes Lightsource under Section 6.7.1(D) of the LFA in respect of OPEB.

But the key element of textual analysis here involves reading, in the case of the MSA, paragraphs 2.02(b) and 9.05, to determine, in fact, which paragraph limits the other. That is because the case law is clear that, where two parties agree that one party will assume or pay the liability of the other, the party holding the original liability may have standing to bring a direct claim against the assuming party, provided that the parties' agreement -- that is, the agreement between the original obligor and the assuming party -- makes it clear that the third party would have that right.

Generally speaking, under the law of Delaware,

reference to the specific assumption of a liability in an agreement between two parties would give the party who has that claim standing to sue the assuming party directly. But that proposition is qualified. Thus, where there is limiting language in the agreement, it would preclude such a direct right. That limiting language controls. This general proposition is set forth in Royal Indem. Co. v. Alexander Indus., Inc., 211 A.2d 919, 921 (Del. 1965), in which the Delaware Supreme Court said "standing alone without limiting language" words of assumption show "an intent to benefit those who have supplied materials and labor and that the promise thus confers upon such parties a right of action as third party beneficiaries."

The Court made the distinction perfectly clear in the next sentence of Royal Indem. when it said "We see no injustice in this result, especially since the parties, had they in fact intended the contrary, could easily have avoided the result by inserting a few words in the bond itself" to limit third party beneficiary standing. Id.

The cases relied upon by Lightsource all stand for that general proposition, and indeed Lightsource acknowledges as much in its Supplemental Response, dated January 8, 2008. In discussing the Debtors'



reliance on Corbin on Contracts, Section 777 at 25, which states that if two contracting parties expressly provide that some parties that will be benefited by performance shall have no legally enforceable right, the Court should effectuate the express intent by denying the third party any direct remedy, Lightsource's Supplemental Response states that Corbin "is merely restating, in context, the principle that the specific should govern the general: if a contract by its general terms confers rights on third parties but such third parties are specifically excluded, then no rights should attach." Lightsource Supplemental Reply at 9. This is clearly a correct statement of the law and is borne out by the various cases relied upon by Lightsource, as well as by the Debtors.

For example, Lightsource's primary case, Caldwell Trucking PRP v. Raxon Tech. Corp., 421 F.3d 234 (3d Cir. 2005), involved a similar issue where there was a successor-and-assigns provision that stated, "The terms and conditions of this agreement shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto, provided that no person, firm or entity, other than the parties hereto, their respective successors and assigns shall be deemed a beneficiary of any

of the representations, warranties or covenants contained here." Id. at 245.

The Caldwell Trucking Court noted, however, that the foregoing general language must yield to the specific direction of paragraph 1.05 of the parties' agreement, which was an assumption of liabilities provision that stated "Anything contained herein to the contrary notwithstanding, Pullman agrees to assume [certain liabilities including the third party liability at issue]." Id.

Obviously, that introductory clause, "Anything contained herein to the contrary notwithstanding," would in respect of the assumption vitiate or narrow the scope of the general successor-and-assign provision of the agreement so that it would not apply to that specific assumption of liability. Id.

Similarly, in Ladish Co., Inc. v. Armco Inc., 514 N.W.2d 724 (Wis. Ct. App. 1993), the Court found a general "no third party beneficiaries" provision was trumped by a provision that stated that the specific obligations under the acquisition agreement "to defend and indemnify the 'surviving companies' make the surviving companies, and, under the express terms of the acquisition agreement,

'their respective successors and assigns' intended third party beneficiaries of the obligations," since the specific indemnification rights went to the "surviving companies," one of whom was the plaintiff.

Again, I want to make it clear that I'm dealing with cases here that, as I believe is appropriate, analyze the interplay of assumption language in an agreement between two other parties that also contains "no third party beneficiary" language to determine the parties' intent. I do not believe cases pertaining to assignments of contracts apply here since the entire LFA contract was not assigned. But even where an entire contract is assigned, limiting language would appear to preclude the conferral of direct liability to a third party, or, more appropriately, the assignee's assumption of pre-closing liabilities would have to be clearly set forth, without more specific limitations, for the third party to be able to make a claim therefor against the assignee. See Corbin on Contracts § 906.

Turning to the specific language at issue, I conclude that Section 9.05 of the MSA is not trumped by the assumption of liability provision of 2.02(b) of the MSA. First and perhaps most important, Section 2.02(b) does not

contain the clause, or a similar clause, that appeared in the agreement in Caldwell Trucking that I just quoted, to the effect that "notwithstanding any other provision of this agreement," Delphi assumes the OPEB liability.

Secondly, to the contrary, Section 9.05 clearly applies, on its face, to all the provisions of the MSA, with one specifically articulated exception that is inapplicable to Lightsource.

In other words, it's carefully drafted. First, it excludes from those third parties who may benefit from the agreement "assigns." Second, its scope is worded very broadly. Section 9.05 states that "nothing in this agreement" -- literally the flip side of the "notwithstanding" language that I quoted from Caldwell Trucking earlier -- "nothing in this agreement, express or implied" -- that is, it refers to the express provisions of the agreement as well as any sort of implied right that one might otherwise want to assert -- "is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this agreement."

Almost the same language was found by the Sixth Circuit in Nationwide Mut. Ins. Co. v. Home Ins. Co., 150 F.3d 545 (6th Cir. 1998), to deprive a specifically

identified potential third party beneficiary of the ability to bring a direct claim under or in connection with an assumption agreement. In that case, the assumption agreement provided, "Nothing in this Assumption Agreement, express or implied, is intended, or shall be construed, to confer upon or give to any person, firm or corporation (other than the parties hereto) any rights or remedies under or by reason of this Assumption Agreement, or any term, provision, condition, undertaking, warranty, representation, indemnity, covenant or agreement contained herein," id. at 547-48, language quite similar to Section 9.05 of the MSA.

Finally, going one step further, the last clause in Section 9.05 of the MSA makes it even more clear that the Lightsource OPEB was not excepted from the parties "no third party beneficiaries" agreement. That is, the last clause of Section 9.05 lists a specific exception to the foregoing prohibition on third party reliance on the express or implied terms of the agreement. And, as I noted earlier, that exception by its plain terms does not apply to Lightsource. In construing the agreement as a whole, one would expect that if the parties intended by their plain language to include any other

exception, i.e., for example, parties with liabilities that would be assumed under Section 2.02(b), they would have included it in this clause in Section 9.05, and obviously they did not.

The Delaware courts, as well as the courts in every other jurisdiction that the parties have discussed, hold that the plain meaning of a contract establishes the parties' intentions. Rhone-Poulenc Basic Chemicals Co. v. Am. Motorists Ins. Co., 616 A.2d 1192, 1195 (Del. 1992). As I noted before, the Delaware courts also hold that the parties' expressed intentions will govern whether a third party to an agreement has direct rights under the agreement. Royal Indem., 211 A.2d at 921.

Given the unambiguous language that I just quoted, therefore in the absence of any clear rationale why that language is contrary to logic or reason, and indeed, recognizing that the language is consistent with an agreement between GM and Delphi that leaves Lightsource with its original direct source of recovery as well as, now, an indirect source of recovery against Delphi through GM's enforcement of the Master Separation Agreement, I conclude that, as a matter of law, Lightsource cannot assert a claim against Delphi under the Master Separation

Agreement for the OPEB.

A similar legal analysis pertains to the interplay of paragraphs 10(a) and 14 of the U.S. Employee Matters Agreement. Paragraph 14, the "no third party beneficiary provision" of the U.S. Employee Matters Agreement, is also broadly worded, to make it clear that "no provision in this EM Agreement or in any Schedule, including any Attachment thereto, shall confer upon any person, other than the signatories hereto, any rights or remedies with respect to...benefits...of any persons."

Similarly with the last clause of Section 9.05 of the MSA, paragraph 14 also has a proviso, giving certain specified third parties rights against Delphi notwithstanding the foregoing language, which, however, do not include either Lightsource or its employees. This exception states "provided that any rights to be provided under the Delphi Employee Benefit Plans or their successors, pursuant to this EM Agreement and the attached Schedules, shall be enforceable by the participants thereunder." Again, if GM and Delphi intended to exempt Lightsource or its employees from the reach of paragraph 14, they knew how to do it since they did it in the last clause of that paragraph for participants in the Delphi

Employee Benefit Plans. (Lightsource itself is clearly not a participant in a Delphi Benefit Plan and therefore would not be exempt from the reach of paragraph 14.)

It was suggested at oral argument that conceivably Lightsource's employees who are owed by it OPEB guaranteed by GM under the LFA might nevertheless fit within the proviso to paragraph 14, and if, in fact, Lightsource paid the claims of those participants or those employees, it might be subrogated to them. To determine whether the plain language of the U.S. Employee Matters Agreement would support such an argument one has to turn to paragraph 10(a) of the U.S. Employee Matters Agreement. Having read that paragraph, however, I conclude, to the contrary, that its plain terms actually confirm that the only logical reading of the exception to paragraph 14 excludes Lightsource and its present and former employees or those pursuant to whom Lightsource in the LFA agreed to pay OPEB obligations.

Paragraph 10(a) states, "Delphi shall pay the liabilities and expenses under the Delphi Benefit Plans with respect to Delphi Employees." Then it goes on to state, "the Delphi Benefit Plans shall also cover the provision of benefits for employees of divested units which



were formerly Delphi operations to the extent that the GM Benefit Plans cover the provision of benefits for such 'divested employees' as of the Effective Time." It then states some exceptions to that agreement, which I believe are, for purposes of this matter, irrelevant. Then paragraph 10(a) states, "To the extent the parties [i.e., GM and Delphi] are unable to arrange with an applicable third party (such as a buyer of a divested unit) for direct payment of benefits or transfer of obligations, Delphi agrees to reimburse GM for any such amounts."

Reading that language pursuant to its plain terms, it is clear that Delphi undertook not to include employees of divested units in the Delphi Benefit Plans as "participants" in such plans but, rather, to "cover" the provision of benefits to them, that is, to cover the payment of their benefits, including OPEB, and that if the parties could not arrange to do so with an applicable third party, such as a buyer of a divested unit for direct payment, it would reimburse GM for any such amounts.

It appears clear to me, therefore, that under paragraph 14's proviso, the Lightsource employees who were owed OPEB, or the GM former employees owed OPEB, would not be "participants" "in the Delphi Employee Benefit Plans,"

and, therefore, those former employees of the Delphi division before the spin-off would be exempted from the reach of the "no third party beneficiaries" language of paragraph 14. And under the case law that I have previously discussed, it's therefore clear the parties intended, pursuant to paragraph 14, with no countervailing intention set forth in the agreement, that, while Delphi would be responsible to GM for making the payments under paragraph 10(a), it would not be directly responsible therefor to any third party, including Lightsource or Lightsource's employees. And, consequently, the only party who can, under these circumstances, assert a claim against Delphi under the U.S. Employee Matters Agreement is GM. Lightsource and/or Guide may not do so.

For those reasons, I'll grant Delphi's objection to the claims filed by Lightsource and Guide. So, Mr. Lyons, you can submit an order to that effect.

# **EXHIBIT X**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
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Albert Togut (AT-9759)  
Neil Berger (NB-3599)

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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:
In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF  
CLAIM NUMBER 11244 IN THE AMOUNT OF \$0 AND DISALLOWING CLAIMS  
11241, 11242, 11243, 11244, 11245, 10590, AND 15026  
(DENSO INTERNATIONAL AMERICA, INC.,  
DENSO MANUFACTURING MICHIGAN, INC., DENSO  
SALES CALIFORNIA, TBDN TENNESSEE COMPANY, ASSOCIATED FUEL  
PUMP SYSTEMS CORPORATION, DENSO MANUFACTURING ATHENS  
TENNESSEE, INC., AND DENSO MANUFACTURING TENNESSEE, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates  
including ASEC Manufacturing General Partnership ("ASEC") and Delphi Automotive  
Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned  
cases (collectively, the "Debtors"), DENSO International America, Inc. ("DIAM"),

DENSO Manufacturing Michigan, Inc. ("DMMI"), DENSO Sales California, Inc. ("DSCA"), TBDN Tennessee Company ("TBDN"), Associated Fuel Pump Systems Corporation ("AFCO"), DENSO Manufacturing Athens Tennessee, Inc. ("DMAT"), and DENSO Manufacturing Tennessee, Inc. ("DMTN", together with DMAT, AFCO, TBDN, DSCA, DMMI and DIAM collectively, "DENSO Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11244 In The Amount of \$0 And Disallowing Proofs Of Claim Numbers 11241, 11242, 11243, 11244, 11245, 10590, and 15026 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS on or about July 26, 2006, certain DENSO Claimants filed proofs of claim numbers 11241, 11242, 11243, 11244, 11245, 10590 and 15026 (the "DENSO Claims") arising from the sale of DENSO products; and

**WHEREAS**, on October 31, 2006, the Debtors objected to certain of the DENSO Claims pursuant to the Debtors' Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification (Docket No. 5452) (the "Third Omnibus Claims Objection"); and

**WHEREAS**, on November 22, 2006, Claimant filed a Response to the Third Omnibus Claims Objection (Docket No. 5699) (the "Response"); and

**WHEREAS**, on January 15, 2008, to resolve the Third Omnibus Claims Objection with respect to the DENSO Claims and other related matters, the Debtors and DENSO Claimants entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, the Debtors are authorized to enter into the Settlement Agreement either because the Denso Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and DENSO Claimants stipulate and agree as follows:

1. Claim 11244 (the "Remaining Claim") shall be allowed in the amount of zero dollars and all of the DENSO Claims other than the Remaining Claim shall be disallowed and expunged in their entirety
2. If the Debtors fail to confirm a plan by July 1, 2008 that provides for treatment of unsecured claims that is substantially similar to the amounts provided in the Debtors' First Amended Joint Plan of Reorganization, the DENSO Claimants may reassert the Remaining Claim in an amount not to exceed \$3,391,804.81
3. The Response is hereby withdrawn.

4. The Settlement Agreement does not impact, alter or affect any other proofs of claim that DENSO Claimant has filed against the Debtors and relates solely to those matters arising out of or related to the DENSO Claims.

**[signatures concluded on following page]**

Dated: New York, New York  
January 28, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
January 28, 2008

DENSO INTERNATIONAL AMERICA, INC.,  
DENSO MANUFACTURING MICHIGAN,  
INC.,  
DENSO SALES CALIFORNIA,  
TBDN TENNESSEE COMPANY,  
ASSOCIATED FUEL PUMP SYSTEMS  
CORPORATION,  
DENSO MANUFACTURING ATHENS  
TENNESSEE, INC.,  
DENSO MANUFACTURING TENNESSEE,  
INC.

By their Counsel,  
BLANK ROME LLP

/s/ Marc E. Richards

MARC E. RICHARDS  
A Member of the Firm  
The Chrysler Building



405 Lexington Avenue  
New York, New York 10174  
212-885-5000

**SO ORDERED**

This 29<sup>th</sup> day of January, 2008  
in New York, New York

\_\_\_\_\_/s/Robert D. Drain\_\_\_\_\_  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT Y**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF  
CLAIM NUMBER 14015 IN THE AMOUNT OF \$0 AND  
DISALLOWING CLAIM 14016 (LEAR CORPORATION)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates including Delphi Automotive Systems, LLC ("DAS LLC,"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Lear Corporation on behalf of itself and certain of its affiliates (collectively, "Lear Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14015 In The Amount of \$0 And Disallowing Proof Of Claim Number 14016 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on July 31, 2006, Claimants timely filed: (1) proof of claim #14015 against DAS in the total amount of \$1,750,068.82; (2) proof of claim #14016 against Delphi for the same amount; and (3) proof of claim #14017 against Debtor Delphi Mechatronic Systems, Inc. for the same amount (collectively, the "Lear Claims"); and

**WHEREAS**, on December 10, 2007, Claimant filed an objection to certain cure amounts proposed by the Debtors (the "Cure Amount Objection") which objection contained an objection with respect to adequate assurance of future performance pursuant to section 365 of the Bankruptcy Code (the "Adequate Assurance Issue"); and

**WHEREAS**, on or about January 10, 2008, Claimant filed an objection to the Debtors' motion estimating the amount of the Lear Claims for the administration of

discount rights offering (the "Discount Rights Objection") and an objection to the Proposed Plan (the "Plan Objection"); and

**WHEREAS**, on January 16, 2008, to resolve the Cure Amount Objection, the Discount Right Objection, and the Plan Objection with respect to the Lear Claims and other related matters, the Debtors and Lear Claimants entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, the Debtors are authorized to enter into the Settlement Agreement either because the Lear Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Lear Claimants stipulate and agree as follows:

1. Claim 14015 (the "Remaining Claim") shall be allowed in the amount of zero dollars and Claim 14016 shall be disallowed and expunged in its entirety.
2. If the Debtors fail to confirm a plan by July 1, 2008 that provides for treatment of unsecured claims that is substantially similar to the amounts provided in the Debtors' First Amended Joint Plan of Reorganization, the Lear Claimants may reassert the Remaining Claim in an amount not to exceed \$2,711,110
3. The Discount Rights Objection, Plan Objection, and Cure Amount

Objections are hereby withdrawn except with respect to the Adequate Assurance issue contained in the Cure Objection.

**[signatures concluded on following page]**

Dated: New York, New York  
January 28, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
January 17, 2008

LEAR CORPORATION

By their Counsel,  
BODMAN LLP

/s/ Ralph McDowell

RALPH MCDOWELL  
Sixth Floor at Ford Field  
1901 Saint Antoine Street  
Detroit, Michigan 48226  
313-259-7777

**SO ORDERED**

This 29<sup>th</sup> day of January, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE



# **EXHIBIT Z**

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John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, <u>et al.</u> ,	:
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Debtors.	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

STIPULATION AND AGREED ORDER ALLOWING PAYMENT OF CERTAIN FEES AND  
EXPENSES OF HELLER EHRMAN LLP AS ORDINARY COURSE PROFESSIONAL

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Heller Ehrman LLP ("Heller Ehrman") respectfully submit this Stipulation And Agreed Order Allowing Payment Of Certain Fees And Expenses To Heller Ehrman LLP As Ordinary Course Professional and agree and state as follows:

WHEREAS, on October 8, 2005 and October 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 0883) (the "Ordinary Course Professionals Order"), the Debtors are authorized to make monthly payments for compensation and reimbursement of fees and expenses to each of the ordinary course professionals in the manner customarily made by the Debtors in the full amount billed by any such ordinary course professional; provided, however, that fees paid to an ordinary course professional, excluding expenses and disbursements, shall not exceed either (a) \$50,000.00 per month per ordinary course professional or (b) \$500,000.00 in the aggregate per ordinary course professional over the course of these chapter 11 cases (together, the "Ordinary Course Professional Cap").

WHEREAS, on August 10, 2007, Heller Ehrman filed a Notice Of Filing Of Affidavit Of Legal Ordinary Course Of Timothy Burns (Docket No. 9013) pursuant to which Heller Ehrman agreed to continue to represent and advise the Debtors on insurance matters.

Specifically, Heller Ehrman agreed to (a) represent the Debtors in pending litigation against National Union Fire Insurance Company of Pittsburgh, PA, regarding the recovery of insurance proceeds pursuant to a director and officer liability policy; (b) provide the Debtors with general legal advice regarding director, officer, and fiduciary liability insurance; and (c) provide the Debtors with other general insurance legal advice.

WHEREAS, it now appears that for the months of July and August, 2007, Heller Ehrman exceeded the Ordinary Course Professional Cap because it incurred fees on the Debtors' behalf in the amounts of \$55,775.50 and \$123,381.50, respectively. From and including the month of September 2007 to the present, Heller Ehrman's fees are again less than the Ordinary Course Professional Cap and both Heller Ehrman and the Debtors expect Heller Ehrman's fees to remain below the Ordinary Course Professional Cap for the remainder of the chapter 11 cases.

WHEREAS, in light of the temporary nature of the fees of Heller Ehrman being in excess of the monthly Ordinary Course Professional Cap for the two month period during which Heller Ehrman assisted the Debtors with the proposed resolution of their multidistrict securities litigation and to avoid the additional and unnecessary expense of seeking court approval of Heller Ehrman's retention as a retained professional under section 327(e) of the Bankruptcy Code, the parties hereto have agreed to continue the retention of Heller Ehrman as an ordinary course professional in the chapter 11 cases and to continue to pay their fees as an Ordinary Course Professional under the Ordinary Course Professionals Order, including their fees and expenses for the months of July and August of 2007.

WHEREAS, the United States Trustee and the official committee of unsecured creditors have agreed with the terms and provisions of this stipulation and agreed order.

NOW THEREFORE, the Debtors and Heller Ehrman agree and stipulate that

Heller Ehrman shall continue to be paid its fees and expenses as an ordinary course professional in accordance with the Ordinary Course Professionals Order, including its fees and expenses for the months of July and August of 2007 notwithstanding that such fees and expenses exceed the Ordinary Course Professional Cap.

So Ordered in New York, New York, this 30th day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ Kayalyn A. Marafioti

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606-1285  
(312) 407-0700

/s/ Timothy W. Burns

Timothy W. Burns and Caren Shulman  
HELLER EHRMAN LLP  
7 Times Square  
New York, New York 10036

Attorneys for Heller Ehrman LLP

- and -

Kayalyn A. Marafioti  
Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

# **EXHIBIT AA**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
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Neil Berger (NB-3599)

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM  
NUMBER 10724 AND EXPUNGING PROOF OF CLAIM NUMBER 16491  
(STAHL SPECIALTY COMPANY EFT/THYSSENKRUPP STAHL  
CO./SPCP GROUP, L.L.C./DEUTSCHE BANK SECURITIES, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Stahl Specialty Company EFT ("Stahl Specialty"), ThyssenKrupp Stahl Co. ("Stahl Co."), SPCP Group, L.L.C. ("SPCP") and Deutsche Bank Securities, Inc. ("Deutsche Bank," and together with Stahl Specialty and SPCP, collectively, the "Claimants") respectfully submit this Joint

Stipulation And Agreed Order Compromising and Allowing Proof Of Claim Number 10724 and Expunging Proof of Claim Number 16491 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on April 20, 2006, Stahl Co. and certain other ThyssenKrupp entities filed a Motion pursuant to Bankruptcy Code sections 362 and 553 for an Order lifting the automatic stay in order to allow a setoff (Docket No. 3312) (the "Setoff Motion"); and

**WHEREAS**, on July 25, 2006, Stahl Specialty filed proof of claim number 10724 (the "Proof of Claim") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,384,396.89 (the "Claim"); and

**WHEREAS**, on January 22, 2007, Stahl Co. filed proof of claim 16491 (the "Amended Proof of Claim") against DAS LLC asserting an unsecured non-priority claim in the amount of \$1,291,657.06 and a secured claim in the amount of \$92,739.83 (the "Amended Claim"); and

**WHEREAS**, on March 16, 2007, the Debtors objected to the Amended Claim pursuant to the Debtors' Tenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Equity Claims (Docket No. 7300) (the "Tenth Omnibus Claims Objection"); and



**WHEREAS**, Stahl Specialty and Stahl Co. transferred their interests in certain DAS LLC receivables associated with the Claim and the Amended Claim to SPCP as evidenced by Notices of Transfer entered on March 29, 2007 (Docket Nos. 7459 and 7461, respectively); and

**WHEREAS**, on April 12, 2007, Stahl Co. and certain other ThyssenKrupp entities filed their Response to the Tenth Omnibus Claims Objection (Docket No. 7645) (the “Response to the Tenth Omnibus Claims Objection”); and

**WHEREAS**, on June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors’ Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors’ Books and Records, (C) Insurance Claim Not Reflected on Debtors’ Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the “Seventeenth Omnibus Claims Objection”);

**WHEREAS**, on July 13, 2007, SPCP filed its Response to the Seventeenth Omnibus Claims Objection (Docket No. 8599) (the “Response to the Seventeenth Omnibus Claims Objection”) and;

**WHEREAS**, SPCP transferred its interest in the Claim and the Amended Claim to Deutsche Bank as evidenced by Notices of Transfer entered on August 14, 2007 (Docket No. 9080 and 9079, respectively); and

**WHEREAS**, on January 8, 2008, to resolve the Tenth Omnibus Claims Objection with respect to the Amended Claim, the Seventeenth Omnibus Claims Objection with respect to the Claim, and the Setoff Motion, DAS LLC, Stahl Specialty, Stahl Co., SPCP and Deutsche Bank entered into a Settlement Agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,342,252 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors, Stahl Specialty, Stahl Co., SPCP and Deutsche Bank stipulate and agree as follows:

1. The Claim is hereby allowed in the amount of \$1,342,252 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC not subject to any defense, counterclaim, right of setoff, reduction, avoidance, disallowance or subordination. Deutsche Bank shall hold the entire Claim, and the Debtors' claims register shall be amended to reflect this without the need for any further actions by the Claimants.

2. The Amended Claim is hereby disallowed and expunged in its entirety.

3. The Tenth Omnibus Claims Objection and the Seventeenth Omnibus Claims Objection, solely as they relate to the Claim and the Amended Claim, the Responses to the Tenth Omnibus Claims Objection and the Seventeenth Omnibus Claims Objection, and the Setoff Motion are hereby withdrawn with prejudice.

4. The Stipulation does not impact, alter or affect any other claims that Stahl Specialty, Stahl Co., SPCP or Deutsche Bank may against the Debtors and relates solely to those matters arising out of or related to the Claim and the Amended Claim.

Dated: New York, New York  
January 29, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Kansas City, Missouri  
January 2008

STAHL SPECIALTY COMPANY EFT  
THYSSENKRUPP STAHL CO.  
By their Counsel,  
STINSON MORRISON HECKER LLP

/s/ Mark A. Shaiken

MARK A. SHAIKEN  
1201 Walnut Street, Suite 2700  
Kansas City, Missouri  
(816) 842-8600

Dated: New York, New York  
January 23, 2008

SPCP GROUP, LLC

/s/ Rich Petrilli

Rich Petrilli  
SILVER POINT CAPITAL  
Two Greenwich Plaza  
Greenwich, CT 06830  
Tel: 203-542-4032

**[Signatures concluded on the following page]**

Dated: New York, New York  
January 2008

DEUTSCHE BANK SECURITIES, INC.

/s/ Scott G. Martin

Scott G. Martin  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 1005  
212-250-5760

/s/ Ray Costa

Ray Costa  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 1005  
212-250-5760

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT BB**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:
In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
-----X	

**JOINT STIPULATION AND AGREED ORDER  
ALLOWING PROOF OF CLAIM NUMBER 9940  
AND EXPUNGING PROOF OF CLAIM NUMBER 16490  
(WAUPACA FOUNDRY INC. N/K/A THYSSENKRUPP WAUPACA,  
INC./SPCP GROUP, L.L.C./DEUTSCHE BANK SECURITIES INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Waupaca Foundry Inc. n/k/a ThyssenKrupp Waupaca, Inc. ("ThyssenKrupp"), SPCP Group, L.L.C. ("SPCP") and Deutsche Bank Securities Inc. ("Deutsche Bank," and together with ThyssenKrupp and SPCP, collectively, the "Claimants") respectfully submit this Joint Stipulation And



Agreed Order Allowing Proof Of Claim Number 9940 and Expunging Proof of Claim Number 16490 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on July 19, 2006, ThyssenKrupp filed proof of claim number 9940 (the "Proof of Claim") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$6,678,072.11 (the "Claim"); and

**WHEREAS**, on April 20, 2006, ThyssenKrupp and certain other ThyssenKrupp entities filed a Motion pursuant to Bankruptcy Code sections 362 and 553 for an Order lifting the automatic stay in order to allow a setoff (Docket No. 3312) (the "Setoff Motion"); and

**WHEREAS**, on January 22, 2007, ThyssenKrupp filed proof of claim 16490 (the "Amended Proof of Claim") against DAS LLC asserting an unsecured non-priority claim in the amount of \$6,563,719.48 and a secured claim in the amount of \$114,352.63 (the "Amended Claim"); and

**WHEREAS**, on March 16, 2007, the Debtors objected to the Amended Claim pursuant to the Debtors' Tenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Equity Claims (Docket No. 7300) (the "Tenth Omnibus Claims Objection"); and

**WHEREAS**, ThyssenKrupp transferred its interest in certain DAS LLC receivables associated with the Claim and the Amended Claim to SPCP as evidenced by Notices of Transfer entered on March 29, 2007 (Docket Nos. 7458 and 7460, respectively); and

**WHEREAS**, on April 12, 2007, ThyssenKrupp and certain other ThyssenKrupp entities filed their Response to the Tenth Omnibus Claims Objection (Docket No. 7645) (the “Response”); and

**WHEREAS**, on June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors’ Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors’ Books and Records, (C) Insurance Claim Not Reflected on Debtors’ Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the “Seventeenth Omnibus Claims Objection”); and

**WHEREAS**, on July 26, 2007, the Court entered the Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors’ Books and Records, (C) Insurance Claim Not Reflected on Debtors’ Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation Identified in Seventeenth

Omnibus Claims Objection (Docket No. 8737) (the "Seventeenth Omnibus Claims Objection Order"); and

**WHEREAS**, pursuant to the Seventeenth Omnibus Claims Objection Order, the Claim was classified as an unsecured non-priority claim in the amount of \$6,595,973.44 against DAS LLC and a priority claim in the amount of \$79,710.92 against DAS LLC pursuant to the Seventeenth Omnibus Claims Objection Order (Docket No. 8599); and

**WHEREAS**, SPCP transferred \$6,678,072.11 of its interest in the Claim and the Amended Claim to Deutsche Bank as evidenced by Notices of Transfer entered on August 14, 2007 (Docket No. 9077 and 9078, respectively); and

**WHEREAS**, on January 8, 2008, to resolve the Tenth Omnibus Claims Objection with respect to the Amended Claim, the Seventeenth Omnibus Claims Objection with respect to the Claim, and the Setoff Motion, DAS LLC, ThyssenKrupp, SPCP and Deutsche Bank entered into a Settlement Agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$6,678,072 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors,  
Thyssen Krupp, SPCP and Deutsche Bank stipulate and agree as follows:

1. The Claim is hereby allowed in the amount of \$6,678,072 and shall  
be treated as an allowed general unsecured non-priority claim against DAS LLC.

Deutsche Bank shall hold the entire Claim, and the Debtors' claims register shall be  
amended to reflect this without the need for any further actions by the Claimants.

2. The Amended Claim is hereby disallowed and expunged in its  
entirety.

3. The Seventeenth Omnibus Claims Objection, solely as it relates to  
the Claim and the Amended Claim, the Response and the Setoff Motion are hereby  
withdrawn with prejudice.

4. The Seventeenth Omnibus Claims Objection Order is hereby  
amended and superceded solely with respect to the Claim to reflect the allowance of the  
Claim pursuant to the terms set forth herein.

5. The Stipulation does not impact, alter or affect any other claims that  
ThyssenKrupp SPCP or Deutsche Bank may against the Debtors and relates solely to  
those matters arising out of or related to the Claim and the Amended Claim.

Dated: New York, New York  
January 29, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Kansas City, Missouri  
January 2008

WAUPACA FOUNDRY INC. N/K/A  
THYSSENKRUPP WAUPACA, INC.  
By its Counsel,  
STINSON MORRISON HECKER LLP

/s/ Mark A. Shaiken

MARK A. SHAIKEN  
1201 Walnut Street, Suite 2700  
Kansas City, Missouri  
(816) 842-8600

**[Signatures concluded on the following page]**

Dated: New York, New York  
January 2008

SPCP GROUP, LLC

/s/ Michael Gatto

Michael Gatto  
SILVER POINT CAPITAL  
Two Greenwich Plaza  
Greenwich, CT 06830  
Tel: 203-542-4032

Dated: New York, New York  
January 2008

DEUTSCHE BANK SECURITIES, INC.

/s/ Scott G. Martin

Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 1005  
212-250-5760

/s/ Ray Costa

Ray Costa  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 1005  
212-250-5760

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE



# **EXHIBIT CC**



TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
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Delphi Legal Information Website:  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 14139  
(SERIGRAPH INC./ SPCP GROUP, LLC/  
DEUTSCHE BANK SECURITIES, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Serigraph Inc. ("Serigraph"), SPCP Group, LLC ("SPCP") and Deutsche Bank Securities, Inc. ("Deutsche Bank," and together with Serigraph and SPCP, collectively, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim

Number 14139 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on August 9, 2006, SPCP as assignee of Serigraph filed proof of claim number 14139 (the "Claim") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,206,143.24 (the "Claim"); and

**WHEREAS**, on February 21, 2007, SPCP assigned \$1,000,000 of the Claim to Deutsche Bank, as evidenced by that certain Notice of Transfer filed on June 13, 2007 (DAS LLC Docket No. 67); and

**WHEREAS**, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth-First Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claim Subject to Modification, and Modified Claims Asserting Reclamation (the "Twenty-First Omnibus Claims Objection"); and

**WHEREAS**, on October 18, 2007, Deutsche Bank and SPCP filed a Response to the Twentieth-First Omnibus Claims Objection (Docket No. 10638) (the "Response"); and

**WHEREAS**, on January 8, 2008, to resolve the Twentieth-First Omnibus

Claims Objection with respect to the Claim, Serigraph, SPCP, Deutsche Bank and DAS LLC entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,036,570 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors, Serigraph, SPCP and Deutsche Bank stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,036,570 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC. The Claim shall be allocated as follows: (i) Deutsche Bank shall hold a \$1,000,000.00 portion of the Claim; and (ii) SPCP shall hold a \$36,570 portion of the Claim, and the Debtors' claims register shall be amended to reflect this allocation without the need for any further actions by the Claimants.

2. The Response and the Twenty First Omnibus Claims Objection, solely as it relates to the Claim, are hereby withdrawn with prejudice.

3. The Stipulation does not impact, alter or affect any other proofs of

claim that Serigraph, SPCP or Deutsche Bank have on file against the Debtors and  
relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
January 29, 2007

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:  
/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: West Bend, WI  
January 2008

SERIGRAPH INC.  
By its Counsel,

/s/ Kellen S. Baird  
Serigraph, Inc.  
Kelleen S. Baird  
3801 E. Decorah Road  
West Bend, WI 53095  
262-335-7460

Dated: Greenwich, Connecticut  
January 2008

SPCP GROUP, LLC  
By its Counsel,

/s/ Michael Gatto

Michael Gatto  
SILVER POINT CAPITAL  
Two Greenwich Plaza  
Greenwich, CT 06830  
Tel: 203-542-4032

Dated: New York, NY  
January 8, 2008

DEUTSCHE BANK SECURITIES, INC.

/s/ Scott G. Martin

Scott G. Martin  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 1005  
212-250-5760

/s/ Ray Costa

Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 1005  
212-250-5760

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT DD**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 9993  
(OSRAM SYLVANIA, INC./ SPCP GROUP, LLC/  
DEUTSCHE BANK SECURITIES INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Osram Sylvania, Inc. ("Osram"), SPCP Group, LLC ("SPCP") and Deutsche Bank Securities Inc. ("Deutsche Bank," and together with Osram and SPCP, collectively, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9993 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on July 20, 2006, Osram filed proof of claim number 9993 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,094,656.41 (the "Claim"); and

**WHEREAS**, Osram assigned \$1,000,000 of the Claim to SPCP, as evidenced by that certain Notice of Transfer filed on July 25, 2006 (Docket No. 4670); and

**WHEREAS**, on February 21, 2007, SPCP assigned \$928,226.61 of the Claim to Deutsche Bank, as evidenced by that certain Notice of Transfer filed on June 13, 2007 (DAS LLC Docket No. 66); and

**WHEREAS**, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant to 11 U.S.C. § 502(b)



and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected on Debtors' Books and Records, (D) Untimely Claim, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, Consensually Modified and Reduced Tort Claims, and Lift Stay Procedures Claims Subject to Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection"); and

**WHEREAS**, on September 10, 2007, Deutsche Bank filed a Response to the Twentieth Omnibus Claims Objection (Docket No. 9424) (the "Response"); and

**WHEREAS**, on January 8, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim, Osram, SPCP, Deutsche Bank and DAS LLC entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,065,225 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors, Osram, SPCP and Deutsche Bank stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,065,225.00 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC. The Claim shall be allocated as follows: (i) Deutsche Bank shall hold a \$928,226.61 portion of the Claim; (ii) SPCP shall hold a \$71,773.39 portion of the Claim; and (iii) Osram shall hold a \$65,225.00 portion of the Claim, and the Debtors' claims register shall be amended to reflect this allocation without the need for any further actions by the Claimants.

2. The Response and the Twentieth Omnibus Claims Objection, solely as it relates to the Claim, are hereby withdrawn with prejudice.

[concluded on the following page]

3. The Stipulation does not impact, alter or affect any other claims that Osram, SPCP or Deutsche Bank may against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
January 8, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,

TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Danvers, Massachusetts  
January 8, 2008

OSRAM SYLVANIA, INC.  
By:

/s/ John E. Anderson  
John E. Anderson  
Osram Sylvania  
100 Endicott Street  
Danvers, Massachusetts 01923  
(978) 750-5540

Dated: Greenwich, Connecticut  
January 8, 2008

SPCP GROUP, LLC  
By:

/s/ Michael Gratto  
Michael Gratto  
Silver Point Capital  
Two Greenwich Plaza  
Greenwich, Connecticut 06830  
(203) 542-4032

Dated: New York, New York  
January 8, 2008

DEUTSCHE BANK SECURITIES, INC.  
By:

/s/ Scott G. Martin

Scott G. Martin  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, New York 10005

/s/ Ray Costa

Ray Costa  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, New York 10005

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT EE**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND REDUCING PROOF OF  
CLAIM NUMBER 10490 (DONALDSON COMPANY, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Donaldson Company, Inc. ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Reducing Proof Of Claim Number 10490 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, before the petition date, Claimant incurred debt owing to DAS LLC in the amount of \$222,098 for services and/or goods provided (the "Payable"); and

**WHEREAS**, before the petition date, DAS LLC incurred debt owing to Claimant in the amount of \$577,853 for services and/or goods provided by Claimant to DAS LLC (the "Receivable"); and

**WHEREAS**, on July 24, 2006, Claimant filed proof of claim number 10490, (the "Claim") against DAS LLC; and

**WHEREAS**, the Claim asserts an unsecured nonpriority claim in the amount of \$561,223.87 secured by a right of setoff; and

**WHEREAS**, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection"); and

**WHEREAS**, the Debtors and Claimant have reconciled all applicable prepetition invoices and determined that the Receivable owing to Claimant is greater than the payable owing to DAS LLC.

**WHEREAS**, Claimant anticipates receiving a cure payment in the amount of \$24,822.28 (the "Cure Payment") for the assumption of contract D0550075010.

**WHEREAS**, to resolve the Twenty-Third Omnibus Claims Objection with respect to the Claim, Claimant and DAS LLC have agreed to enter into a settlement agreement (the "Settlement Agreement").

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**WHEREAS**, after arm's length negotiations, DAS LLC and Claimant have reconciled the amounts of the Receivable and the Payable, and determined that this reconciliation results in a balance due by DAS LLC.

**WHEREAS**, pursuant to the Settlement Agreement, Claimant acknowledges and agrees that the Claim shall be reduced and allowed, resulting in a balance owing to Claimant of \$310,932.58.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:



The Claimant shall have an allowed general unsecured nonpriority claim  
against DAS LLC in the amount of \$310,932.58.

**[signatures concluded on following page]**

Dated: New York, New York  
January 29, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Minneapolis, Minnesota  
January 29, 2008

DONALDSON COMPANY, INC.  
By:

/s/ James M. Infanger  
JAMES M. INFANGER, Esq.  
1400 W. 94<sup>th</sup> Street  
Minneapolis, Minnesota 55431  
(952) 887-3081

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/ Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT FF**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
-----X	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 12181  
(OHIO EDISON COMPANY)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Ohio Edison Company ("Ohio Edison") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12181 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on July 28, 2006, Ohio Edison filed proof of claim number 12181 against Delphi, asserting an unsecured non-priority claim in the amount of \$774,413.31 (the "Claim"); and

**WHEREAS**, on June 15, 2007, the Debtors objected to Proof of Claim No. 12181 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection"); and

**WHEREAS**, on July 16, 2007, Claimant filed its Response To Debtors' Seventeenth Omnibus Objection (Docket No. 8631) (the "Response"); and

**WHEREAS**, on January 24, 2008, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC and Ohio Edison entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, Delphi and DAS LLC acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$589,907.30 as a general unsecured non-priority claim; and

**WHEREAS**, Delphi and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Ohio Edison stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$589,907.30 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Response is hereby withdrawn.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Ohio Edison has filed against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
January 29, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:  
/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

**[signatures concluded on following page]**

Dated: Cleveland, Ohio  
January 29, 2008

OHIO EDISON COMPANY  
By its Counsel,  
BROUSE MCDOWELL LPA  
By:

/s/ Kate Bradley  
KATE BRADLEY  
1001 Lakeside Ave., Suite 1600  
Cleveland, Ohio 44114-1151  
(216) 830-6830

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT GG**



Company	Contact	Address1	City	State	Zip
Onyx Environmental Services Electronics Recycling Div	Onyx Environmental Services ERD	1275 Mineral Springs Dr	Port Washington	WI	53074

# **EXHIBIT HH**

Company	Contact	Address1	City	State	Zip
Optical Cable Corporation Inc	Optical Cable Corporation Inc	5290 Concourse Dr	Roanoke	VA	24019

## **EXHIBIT II**

Company	Contact	Address1	Address2	City	State	Zip
Ore Hill Hub Fund Ltd	Kelly Drye + Warren	Kelly Drye + Warren	101 Park Ave	New York	NY	10178
Ore Hill Hub Fund Ltd	Ore Hill Hub Fund Ltd	650 Fifth Ave 9th Fl		New York	NY	10019

## **EXHIBIT JJ**

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Delphi Corporation  
Special Parties

Company	Contact	Address1	City	State	Zip
Vector Cantech Inc	Lindsey Stetson	150 W Jefferson Ste 2500	Detroit	MI	48226-4415

## **EXHIBIT KK**



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Delphi Corporation  
Special Parties

Company	Address1	City	State	Zip
Bishop Co	1125 E Milham Rd	Kalamazoo	MI	49002

# **EXHIBIT LL**

Company	Contact	Address1	Address2	City	State	Zip
Devco Corporation	Bill Durnan	300 Lanidex Plaza	2nd Fl	Parsippany	NJ	07054

# **EXHIBIT MM**

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Delphi Corporation  
Special Parties

Company	Address1	City	State	Zip
Machined Products Co	2121 Landmeier Rd	Elk Grove Village	IL	60007

# **EXHIBIT NN**

Company	Contact	Address1	Address2	City	State	Zip
Contrarian Funds/ETCO & Plastic Decorators	Dan Fliman	Kasowitz Benson Torres & Friedman LLP	1633 Broadway	New York	NY	10019

# **EXHIBIT OO**



Company	Contact	Address1	Address2	City	State	Zip
Itautec America Inc	Eduardo Archer de Castilho	Itautec America Inc	1935 NW 87th Avenue	Doral	FL	33172
Itautec America Inc	Joanne Gelfand	Akerman Senterfitt	350 East Las Olas Blvd Suite 1600	Fort Lauderdale	FL	33301

# **EXHIBIT PP**

Company	Contact	Address1	Address2	City	State	Zip
MJ Celco	Robert D Nachman	Schwartz Cooper Chartered	180 N LaSalle Street	Chicago	IL	60601

# **EXHIBIT QQ**

Company	Contact	Address1	Address2	City	State	Zip
Contrarian Funds/Entergy	Dan Fliman	Kasowitz Benson Torres & Friedman LLP	1633 Broadway	New York	NY	10019

# **EXHIBIT RR**

Company	Contact	Address1	Address2	City	State	Zip
Montgomery County	Douglas M Trout	Assistant Prosecuting Attorney Montgomery County Ohio	301 West Third Street PO Box 972	Dayton	OH	45422
Montgomery County Treasurer		PO Box 817600		Dayton	OH	45481
Montgomery County Treasurer		451 W Third Street		Dayton	OH	45422-0476
Montgomery County Treasurer		PO Box 972		Dayton	OH	45422-0475

## **EXHIBIT SS**



Company	Contact	Address1	Address2	City	State	Zip
Benecke-Kaliko AG	Nathan Wheatley	CALFEE HALTER & GRISWOLD LLP	1400 KeyBank Center 800 Superior Avenue	Cleveland	OH	44114-2688

# **EXHIBIT TT**

Company	Contact	Address1	Address2	City	State	Zip
Tower Automotive Inc	David M Dunn	Akin Gump Strauss Hauer & Feld LLP	1333 New Hampshire Avenue NW	Washington	DC	20036
Tower Automotive Inc	Ira S Dizengoff	Akin Gump Strauss Hauer & Feld LLP	590 Madison Avenue	New York	NY	10022-2524

## **EXHIBIT UU**

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Delphi Corporation  
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
Pillarhouse USA Inc	J Ted Donovan	Finkel Goldstein	26 Broadway Ste 26	New York	NY	10004

## **EXHIBIT VV**

Company	Contact	Address1	Address2		City	State	Zip
Robert Bosch GmbH and Robert Bosch LLC	Gordon J Toering	Warner Norcorss & Judd LLP	900 Fifth Third Center	111 Lyon St NW	Grand Rapids	MI	49503-2487

# **EXHIBIT WW**



Company	Contact	Address1	Address2	City	State	Zip
Morgan Advanced Ceramics/Diamonex	Paul M Rosenblatt	Kilpatrick Stockton LLP	1100 Peachtree Street Suite 2800	Atlanta	GA	30309

## **EXHIBIT XX**

Company	Contact	Address1	Address2	City	State	Zip
Furukawa	Alston & Bird LLP	Attention Dennis J Connolly Esq David A Wender Esq	1201 West Peachtree Street	Atlanta	GA	30309-3424
Furukawa	Varnum Riddering Schmidt & Howlett	Attention Michael S McElwee Esq	PO Box 352	Grand Rapids	MI	49502-0352

# **EXHIBIT YY**

Company	Contact	Address1	Address2		City	State	Zip
NuTech Plastics	Douglas M Tisdale						
NuTech Plastics	Steven A Klenda	Tisdale and Associates LLC	1600 Broadway	Suite 2600	Denver	CO	80202
NuTech Plastics	Jay A Schwartz	Schwartz Law Firm PC	37887 W 12 Mile Road	Suite A	Farmington Hills	MI	48331

# **EXHIBIT ZZ**

Company	Contact	Address1	Address2	City	State	Zip
Audio Mpeg	Arent Fox LLP	Mary Joanne Dowd	Audio Mpeg	1050 Connecticut Avenue NW	Washington	DC 20036

# **EXHIBIT AAA**



Company	Contact	Address1	Address2	City	State	Zip
Lightsource Parent Corporation	Honigman Miller Schwartz And Cohn Llp	Lawrence J Murphy Esq	2290 First National Building	Detroit	MI	48226

# **EXHIBIT BBB**

Company	Contact	Address1	Address2	City	State	Zip
Blank Rome LLP	Marc E Richards	The Chrysler Bldg	405 Lexington Ave	New York	NY	10174

# **EXHIBIT CCC**

Company	Contact	Address1	Address2	Address3	City	State	Zip
Lear Corporation	Ralph McDowell	Bodman LLP	Sixth Floor at Floor Field	1901 St Antoine St	Detroit	MI	48226

# **EXHIBIT DDD**

Company	Contact	Address1	City	State	Zip
Attorneys for Heller Ehrman LLP	Timoth W Burns and Caren Shulman	7 Times Square	New York	NY	10036

## **EXHIBIT EEE**



Company	Contact	Address1	Address2	City	State	Zip
Deutsche Bank Securities Inc	Ross Rosenfelt Esq	Distressed Products Group	60 Wall St 3rd Fl	New York	NY	10005
Drier LLP	Attn Anthony B Stumbo Esq	Attorneys for SPCP Group LLC	499 Park Avenue 14th Floor	New York	NY	10022
Paul Weiss Rifkind Wharton & Garrison LLP	Attn Brian S Hermann Esq	Attorneys for Deutsche Bank Securities Inc	1285 Avenue of the Americas	New York	NY	10019-6064
Stinson Morrison Hecker LLP	Attn Mark A Shaiken Esq	1201 Walnut Street		Kansas City	MO	64106

# **EXHIBIT FFF**

Company	Contact	Address1	Address2	City	State	Zip
Deutsche Bank Securities Inc	Ross Rosenfelt Esq	Distressed Products Group	60 Wall St 3rd Fl	New York	NY	10005
Drier LLP	Attn Anthony B Stumbo Esq	Attorneys for SPCP Group LLC	499 Park Avenue 14th Floor	New York	NY	10022
Paul Weiss Rifkind Wharton & Garrison LLP	Attn Brian S Hermann Esq	Attorneys for Deutsche Bank Securities Inc	1285 Avenue of the Americas	New York	NY	10019-6064
Stinson Morrison Hecker LLP	Attn Mark A Shaiken Esq	1201 Walnut Street		Kansas City	MO	64106

# **EXHIBIT GGG**

Company	Contact	Address1	Address2	City	State	Zip
Deutsche Bank Securities Inc	Ross Rosenfelt Esq	Distressed Products Group	60 Wall St 3rd Fl	New York	NY	10005
Drier LLP	Attn Anthony B Stumbo Esq	Attorneys for SPCP Group LLC	499 Park Avenue 14th Floor	New York	NY	10022
Paul Weiss Rifkind Wharton & Garrison LLP	Attn Brian S Hermann Esq	Attorneys for Deutsche Bank Securities Inc	1285 Avenue of the Americas	New York	NY	10019-6064
Serigraph Inc	Kelleen S Baird	3801 E Decorah Road		West Bend	WI	53095

# **EXHIBIT HHH**

Company	Contact	Address1	Address2	City	State	Zip
Deutsche Bank Securities Inc	Ross Rosenfelt Esq	Distressed Products Group	60 Wall St 3rd Fl	New York	NY	10005
Drier LLP	Attn Anthony B Stumbo Esq	Attorneys for SPCP Group LLC	499 Park Avenue 14th Floor	New York	NY	10022
Osram Sylvania	John E Anderson	100 Endicott Street		Danvers	MA	01923-0000
Paul Weiss Rifkind Wharton & Garrison LLP	Attn Brian S Hermann Esq	Attorneys for Deutsche Bank Securities Inc	1285 Avenue of the Americas	New York	NY	10019-6064

## **EXHIBIT III**



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Delphi Corporation  
Special Parties

Company	Contact	Address1	City	State	Zip
James M Infanger Esq	Donaldson Company Inc	1400 W 94th Street	Minneapolis	MN	55431

## **EXHIBIT JJJ**

Pg 315 of 315  
Delphi Corporation  
Special Parties

Company	Contact	Address1	City	State	Zip
Brouse McDowell	Attention Jessica E Price Esq	1001 Lakeside Avenue Suite 1600	Cleveland	OH	44114-1151